

PD1000019603

Division of Corporations

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Florida Department of State
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MERGER OR SHARE EXCHANGE

Qualmax Oregon, Inc.

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ARTICLES OF MERGER
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Qualmax Oregon, Inc.	Oregon	181284-96

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Qualmax, Inc.	Florida	PO1000019603

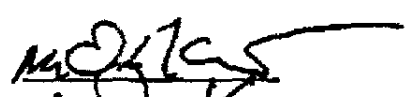
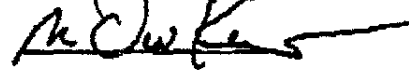
Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

Fifth: Adoption of the Merger by surviving corporation - The Plan of Merger was adopted by the shareholders of the surviving corporation on November 1, 2003.

Sixth: Adoption of Merger by merging corporation - The Plan of Merger was adopted by the shareholders of the merging corporation on November 1, 2003.

Seventh: Signatures for each corporation.

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual and Title</u>
Qualmax Oregon, Inc.		M. David Kamrat, President
Qualmax, Inc.		M. David Kamrat, President

Articles of Merger (Qualmax, Inc.)

AGREEMENT OF MERGER AND PLAN OF REORGANIZATION

Parties: Qualmax Oregon, Inc., an Oregon corporation ("Qualmax Oregon")
40 E. Broadway, Suite 210
Eugene, OR 97401

and Qualmax, Inc., a Florida corporation ("Qualmax Florida")
40 E. Broadway, Suite 210
Eugene, OR 97401

(collectively, the "Constituent Corporations")

RECITALS

- A. The shareholders and boards of directors of the Constituent Corporations have resolved that Qualmax Florida be merged into Qualmax Oregon pursuant to the Oregon Business Corporation Act and the laws of the State of Florida, such that Qualmax Oregon shall be the surviving corporation (sometimes referred to herein as the "Surviving Corporation") in a transaction qualifying as a reorganization within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code.
- B. The authorized capital stock of Qualmax Florida consists of 100 shares ("Qualmax Florida Common Stock"), 99.5 shares of which are issued and outstanding.
- C. The authorized capital stock of Qualmax Oregon consists of 1000 shares of common stock ("Qualmax Oregon Common Stock"), 42.5 shares of which are issued and outstanding.
- D. The respective boards of directors and shareholders of Qualmax Florida and Qualmax Oregon have approved the merger upon the terms and conditions hereinafter set forth and have approved this Agreement.

AGREEMENT

In consideration of the promises and the mutual agreements, provisions and covenants contained herein, the parties hereby agree as follows:

1. Filing of Articles of Merger

The parties shall cause Articles of Merger in the form of Exhibit A to be filed and recorded in the states of Oregon and Florida on the same day.

2. Effective Date

The merger shall be effective at 9:00 a.m. on the calendar day following the day the Articles of Merger are filed in Oregon and Florida (the "Effective Date").

3. Effects of Merger

On the Effective Date, Qualmax Florida shall be merged with and into Qualmax Oregon, the separate existence of Qualmax Florida shall cease, and Qualmax Oregon shall survive as the

Surviving Corporation. From the Effective Date, the Surviving Corporation shall possess all rights, privileges, immunities and franchises of each of the Constituent Corporations, all property belonging to Qualmax Florida shall be deemed transferred to and vested in the Surviving Corporation without further deed or act and the Surviving Corporation shall be responsible for all of the liabilities of each of the Constituent Corporations. The surviving corporation shall continue to use Qualmax Florida's federal tax employer identification number.

4. Name of Surviving Corporation

The name of the Surviving Corporation from and after the Effective Date shall be Qualmax Oregon, Inc. However, after the Effective Date, Qualmax Oregon shall file Articles of Amendment changing its name to Qualmax, Inc.

5. Articles of Incorporation

The Articles of Incorporation of Qualmax Oregon as in effect as of the date hereof shall from and after the Effective Date be, and continue to be, the Articles of Incorporation of the Surviving Corporation.

6. Bylaws

The Bylaws of Qualmax Oregon, as in effect immediately before the Effective Date, shall from and after the Effective Date be, and continue to be, the Bylaws of the Surviving Corporation.

7. Status and Conversion of Stock

The manner and basis of converting the shares of capital stock of Qualmax Florida and the nature and amount of stock of Qualmax Oregon which the holders of shares of Qualmax Florida Common Stock are to receive in exchange for such shares are as follows:

7.1 Qualmax Florida Common Stock

The shares of Qualmax Florida Common Stock which shall be issued and outstanding immediately before the Effective Date shall, by virtue of the Merger, without any action on the part of the holder thereof, be converted at the Effective Date into fully paid shares of Qualmax Oregon, and outstanding certificates, or book entries, representing shares of Qualmax Florida Common Stock shall thereafter represent shares of Qualmax Oregon Common Stock, and all such shares shall be represented by those shares held by the shareholders of Qualmax Oregon immediately prior to the Merger. Certificates, if any, may, but need not be, exchanged by the holder thereof after the Merger becomes effective for new certificates for the appropriate number of shares bearing the name of the Surviving Corporation.

7.2 Qualmax Oregon Stock Held by Qualmax Florida

All issued and outstanding shares of Qualmax Oregon Common Stock held by Qualmax Florida immediately before the Effective Date shall, by virtue of the Merger, and at the Effective Date, cease to exist and certificates representing such shares shall not be issued.

8. Governing Law

This Agreement shall be governed by and construed in accordance with the laws of the State of Oregon.

IN WITNESS WHEREOF, the parties have executed this Agreement to be effective as of the Effective Date.


QUALMAX OREGON, INC.
an Oregon corporation


By: M. David Kamrat
Its: President


SHAREHOLDERS:



M. David Kamrat

QUALMAX, INC.
a Florida corporation


By: M. David Kamrat
Its: President

DIRECTORS:


M. David Kamrat


Noah Kamrat