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(Document Number)

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Tewis

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04/21/08--01036--022 **43.75

05/06/08--01001--004 **35.00

FILED
2008 MAY -5 PM 1:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

merger
Tewis
5-5-08

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Imperial International Group, Inc. (Nevada)
(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Allan Ku

(Contact Person)

Imperial International Group, Inc.

(Firm/Company)

1010 Park Avenue

(Address)

Arcadia, CA 91007

(City/State and Zip Code)

For further information concerning this matter, please call:

Bruce E. Thomsen

(Name of Contact Person)

At (714) 418-7787

(Area Code & Daytime Telephone Number)



Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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, Florida Statutes.

First: The name and jurisdiction of the **surviving** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Imperial International Group, Inc.	Nevada	

Second: The name and jurisdiction of each **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
X-Press America, inc.	Florida	P01000067732

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.

OR 04 / 22 / 08 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by **surviving** corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on 04-14-04.

The Plan of Merger was adopted by the board of directors of the surviving corporation on 04-14-04 and shareholder approval was not required.

Sixth: Adoption of Merger by **merging** corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on 04-08-04.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on 04-08-04 and shareholder approval was not required.

(Attach additional sheets if necessary)

2008 MAY -5 PM 1:14
FILED
SECRETARY OF STATE
FLORIDA

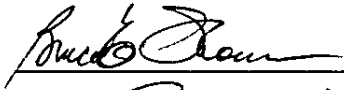
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

Typed or Printed Name of Individual & Title

X-PRESS AMERICA, INC.



BRUCE E. THOMSEN, PRESIDENT

IMPERIAL INTERNATIONAL GROUP, INC.



XIE, ZHONG XIONG, PRESIDENT

PLAN OF MERGER
(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the **surviving** corporation:

Name

Jurisdiction

IMPERIAL INTERNATIONAL GROUP, INC.

NEVADA

Second: The name and jurisdiction of each **merging** corporation:

Name

Jurisdiction

X-PRESS AMERICA, INC.

FLORIDA

Third: The terms and conditions of the merger are as follows:

See attached plan of merger.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

(Attach additional sheets if necessary)

ARTICLES OF MERGER

**X-PRESS AMERICA, INC. (Florida)
Into
IMPERIAL INTERNATIONAL GROUP, INC. (Nevada)**

This is to certify that:

First:

X-Press America, Inc., a Florida corporation (the "Merged Corporation") and IMPERIAL INTERNATIONAL GROUP, INC. a Nevada corporation (the "Successor Corporation") agree to merge.

Second:

The Merged Corporation is incorporated in the State of Florida. The Successor Corporation was incorporated in the State of Nevada on April 14, 2008.

Third:

The merger shall become effective upon filing with the Secretary of State of Nevada the Certificate of Merger (the "Effective Time").

Fourth:

The principal place of the Merged Corporation is in the City of Tampa, Florida. The address of the Successor Corporation's principal office in the State of Nevada is 3395 South Jones Boulevard, Las Vegas, Nevada 89146.

Fifth:

The Merged Corporation owns no interest in the land in the State of Florida.

Sixth:

(a) The total number of shares of stock which the merged corporation has authority to issue is 50,000,000 shares, consisting of 50,000,000 shares of common stock par value \$.001 per share and no shares of preferred stock. The aggregate par value of all shares of all classes that the Merged Corporation has authority to issued is \$50,000.

(b) The total number of shares of stock which the Successor Corporation has authority to issue is fifty (50,000,000) million shares consisting of fifty million shares of common stock par value \$.001 per share and no preferred stock. The aggregate par value of all shares of all classes that the Successor Corporation has authority to issue is \$50,000.

Seventh:

At the Effective Time, the Merged Corporation shall be merged with and into the Successor Corporation; the separate existence of the Merged Corporation shall cease and the Successor Corporation shall continue in existence and shall possess

any and all purposes and powers of the Merged Corporation, and all assets, rights, properties and privileges as well as all debts, liabilities, obligations and duties of the Merged Corporation shall be transferred to, vested in and devolved upon the Successor Corporation without further act or deed.

Eighth:

(a) Each share of common stock of the Merged Corporation that is outstanding immediately prior to the Effective Time shall be converted into one (1) share of the common stock of the Successor Corporation at the Effective Time without the necessity of any action on the part of the holder thereof.

(b) Each share of the common stock of the Successor corporation that is outstanding immediately prior to the Effective Time (all of which are owned by the Merged Corporation) shall be cancelled and become authorized but unissued shares at the Effective Time.

(c) Effective as of the Effective Time, each holder of a certificate which prior thereto represented shares of common stock of the Merged Corporation, shall, upon surrender of the same, be entitled to receive in exchange therefore a certificate representing the number of shares of common stock of the Successor Corporation into which the shares theretofore represented by the certificate so surrendered shall have been converted as provided in the foregoing paragraph (a). Until so surrendered, each such outstanding certificate that prior to the Effective Time represented shares of stock of the Merged Corporation shall be deemed for all corporate purposes, to evidence ownership of the number of shares of common stock of the Successor Corporation into which such shares shall have been so converted.

Ninth:

The terms and conditions of the transaction set forth in these Articles were advised, authorized and approved by the Merged Corporation and the Successor Corporation in the manner and by the vote required by their respective charters and the laws of the State of Florida and the State of Nevada, respectively. The manner of approval by the Merged Corporation and the Successor Corporation was as follows:

(a) The merger was (i) duly authorized by the board of directors of the Merged Corporation by adoption at a meeting duly held on April 8, 2008, at which a quorum was present and at which the board of directors acted by at least a majority of its member present, of a resolution declaring that the merger is advisable and approved substantially upon the terms and conditions set forth in these Articles and of a resolution directing that the merger be submitted for consideration at a meeting of shareholders of the Merged Corporation at a meeting of the stockholders held later on the same day, April 8, 2008, pursuant to notice duly given. The merger was approved by the affirmative vote of over 51%, a majority of the votes of the shareholders entitled to be cast.

(b) The board of directors of the Successor Corporation approved the merger set forth in these Articles by unanimous consent as of April 14, 2008, in the manner prescribed by the Nevada Statutes relating to mergers. The stockholders approved the merger set forth in these Articles by unanimous consent dated as of April 14, 2008, in the manner prescribed by and in accordance with the provisions of the Nevada Statutes relating to mergers.

IN WITNESS WHEREOF, the Merged Corporation has caused these Articles to be signed in its corporate name and on behalf of its President and the Successor Corporation has caused these Articles to be signed in its corporate name and on its behalf by its President, each of whom acknowledges that these Articles are the act of the Merged Corporation and the Successor Corporation, respectively, and that to the best of his knowledge, information and belief and under penalties for perjury, all matters and facts contained in these Articles that relate to the corporation on whose behalf he has signed are true in all material respects.

X-PRESS AMERICA, INC.
a Florida corporation



President

SEAL

ATTEST:

By: 

Secretary

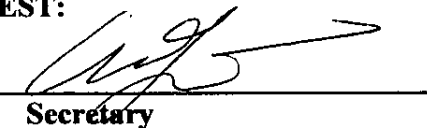
IMPERIAL INTERNATIONAL GROUP, INC.
a Nevada corporation



President

SEAL

ATTEST:

By: 

Secretary