

P01000081930

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 DEC 17 AM 10:57

December 12, 2001

Florida Secretary of State
Division of Corporations
P.O. Box E. Gaines St.
Tallahassee, FL 32314

Re: Environmental Cushion Industries of America, Inc. Merger

Gentlemen:

Enclosed in an original and one copy of the Plan of Merger, Articles of Merger and the Merger Agreement for Environmental Cushion Industries of America, Inc. This will merge the Michigan corporation into the Florida corporation. We also enclose a check for \$78.75 for the costs of the merger and a certified copy.

Please contact our office immediately if there are any problems.

Kindest regards.

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*****78.75 *****78.75

Very truly yours,

K. Schweikhardt

Katherine Ann Schweikhardt

Merger

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ARTICLES OF MERGER
Merger Sheet

MERGING:

ENVIRONMENTAL CUSHION INDUSTRIES OF AMERICA, INC., a Michigan
corporation not qualified in Florida

INTO

ENVIRONMENTAL CUSHION INDUSTRIES OF AMERICA, INC., a Florida
entity, P01000081930

File date: December 17, 2001

Corporate Specialist: Velma Shepard

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 are:

Name

Jurisdiction

Environmental Cushion Industries of America, Inc. Florida

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

Name

Jurisdiction

Environmental Cushion Industries of America, Inc. Michigan

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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 ____/____/____ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

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 _____.

The Plan of Merger was adopted by the board of directors of the surviving corporation on
December 12, 2001 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 _____.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on
December 12, 2001 and shareholder approval was not required.

(Attach additional sheets if necessary)

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

Industries of America ,Inc.

Barbara Morley, President

Note: See signatures for both corporations on the plan attached.

PLAN OF MERGER

SECTION ONE MANAGEMENT

The Articles of Incorporation of Environmental Cushion Industries of America, Inc., a Florida corporation, hereinafter called "Environmental Cushion Industries", were filed on August 16, 2001, with the Florida Secretary of State, and shall continue to be its Articles of Incorporation following the effective date of the merger, until the same shall be altered or amended.

The Bylaws of "Environmental Cushion Industries", shall be and remain the bylaws of the surviving corporation until altered, amended, or repealed.

The officers and directors of "Environmental Cushion Industries" in the office on the effective date of the merger shall continue in the office and shall constitute the directors and officers of "Environmental Cushion Industries" for the term elected until their respective successors shall be elected or appointed and qualified.

SECTION TWO RIGHTS AND PRIVILEGES

On the effective date of the merger, "Environmental Cushion Industries" shall possess all of the rights, privileges, immunities, powers, and franchises of a public and private nature, and shall be subject to all of the restrictions, disabilities and duties of the subsidiary corporation; and all of the property, real, personal and mixed, and all debts due on whatever accounts, and all other choices in action and all and every other interest of or belonging to or due to the subsidiary corporation shall be deemed to be transferred to and vested in "Environmental Cushion Industries" without further act or deed, and the title to any property or any interest therein, vested in the subsidiary corporation shall not revert or be in anyway impaired by reason of the merger.

On the effective date of the merger, "Environmental Cushion Industries" shall be deemed responsible and liable for all the liabilities and obligations of the subsidiary corporation; and any claims existing by or against the subsidiary corporation may be prosecuted to judgment as if the merger had not taken place, or "Environmental Cushion Industries" may be substituted in place of the subsidiary corporation. The rights of the creditors shall not be impaired by this merger. "Environmental Cushion Industries" shall execute and deliver any and all documents which may be required for it to assume or otherwise comply with the outstanding obligations of the subsidiary.

**SECTION THREE
CONVERSION OF SHARES**

"Environmental Cushion Industries" at present owns all of the outstanding shares of the stock of the subsidiary. On the effective date of the merger all outstanding shares of stock of the subsidiary shall be surrendered and canceled. The shares of common stock of "Environmental Cushion Industries" whether authorized or issued on the effective date of the merger, shall not be converted, exchanged, or otherwise affected as a result of the merger, and no new shares of stock be issued by reason of this merger.

**SECTION FOUR
EXPENSES OF MERGER**

"Environmental Cushion Industries" shall pay all of the ^{fees} of accomplishing the merger.

IN WITNESS WHEREOF, the directors, or majority thereof, of "Environmental Cushion Industries" and the directors, or a majority thereof, of Environmental Cushion Industries of America, Inc., a Michigan corporation, have executed this plan of merger under their respective corporate seals on the day and year first above written.

Environmental Cushion Industries of America, Inc ,
a Michigan Corporation:

Chase Duggan
Witness #1 Chase Duggan

K. Schweikhardt
Witness #2 K. Schweikhardt

By: Barbara Morley
BARBARA MORLEY, President

Environmental Cushion Industries of America, Inc ,
a Florida Corporation:

K. Schweikhardt
Witness #1 K. Schweikhardt

Chase Duggan
Witness #2 Chase Duggan

By: Barbara Morley
BARBARA MORLEY, President