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To:

Division of Corporations
Fax Number : (850) 205-0380

From:

Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
Phone : (850) 521-1000
Fax Number : (850) 558-1575

MERGER OR SHARE EXCHANGE**SWIRE CARBONELL INC**

Certificate of Status	0
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RECEIVED
05 DEC 16 AM 8:00
DIVISION OF CORPORATIONS

05/DEC 16 PM 1:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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merger
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ARTICLES OF MERGER

of

SWIRE DEL CARBONELL INC
(a Delaware corporation)

WITH AND INTO

SWIRE CARBONELL INC
(a Florida corporation)FILED
05 DEC 16 PM 1:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Sections 607.1104 and 607.1107 of the Florida Business Corporation Act (the "Act"), the undersigned domestic corporation and foreign corporation adopt the following Articles of Merger:

FIRST: Attached hereto as Exhibit A and made a part hereof is the Plan of Merger for merging SWIRE DEL CARBONELL INC with and into SWIRE CARBONELL INC (the "Merger").

SECOND: SWIRE CARBONELL INC will continue in existence as the surviving corporation under its present name pursuant to the provisions of the Act.

THIRD: The Merger of SWIRE DEL CARBONELL INC with and into SWIRE CARBONELL INC is permitted by the laws of the jurisdiction of organization of SWIRE DEL CARBONELL INC and is in compliance with said laws. The date of adoption of the Plan of Merger by the Board of Directors of SWIRE DEL CARBONELL INC was December 15, 2005.

FOURTH: As to SWIRE CARBONELL INC, the aforesaid Plan of Merger was adopted in accordance with the provisions of the Act on December 15, 2005.

FIFTH: Shareholder approval was not required for the Merger.

SIXTH: The effective date of the Merger contemplated hereby shall be the date on which these Articles of Merger are filed with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, each of the undersigned corporations has caused these Articles of Merger to be executed on its behalf as of December 15, 2005.

SWIRE DEL CARBONELL INC, a Delaware
corporationBy: Joan Dobrzynski
Joan Dobrzynski, PresidentSWIRE CARBONELL INC, a Florida
corporationBy: _____
Stephen L. Owens, President

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WITH AND INTO

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IN WITNESS WHEREOF, each of the undersigned corporations has caused these Articles of Merger to be executed on its behalf as of December 15, 2005.

SWIRE DEL CARBONELL INC, a Delaware corporation

By: _____
Joan Dobrzynski, President

SWIRE CARBONELL INC, a Florida corporation

By:
Stephen L. Owens, President

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PLAN OF MERGER

1. SWIRE CARBONELL INC which is a business corporation of the State of Florida and is the owner of all of the outstanding shares of SWIRE DEL CARBONELL INC, which is a business corporation of the State of Delaware, hereby merges SWIRE DEL CARBONELL INC into SWIRE CARBONELL INC pursuant to the provisions of the laws of the State of Delaware and pursuant to the provisions of the Florida Business Corporation Act.
2. The separate existence of SWIRE DEL CARBONELL INC shall cease at the effective time and date of the merger pursuant to the provisions of the laws of the jurisdiction of its organization; and SWIRE CARBONELL INC shall continue its existence as the surviving corporation pursuant to the provisions of the Florida Business Corporation Act.
3. The issued shares SWIRE DEL CARBONELL INC shall not be converted in any manner, but each said share which is issued immediately prior to the effective time and date of the merger shall be surrendered and extinguished.
4. The Board of Directors and the proper officers of SWIRE CARBONELL INC are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

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