

P03000132600

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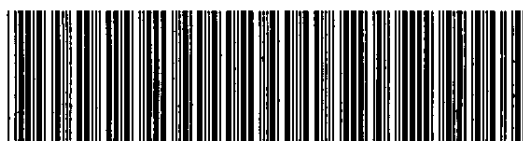
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08 SEP 11 AM 11:32

CLERK OF STATE  
TALLAHASSEE, FLORIDA

T. Roberts SEP 15 2008

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Novel Architectural Products, Inc.

(Name of Surviving Corporation)

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

Please return all correspondence concerning this matter to following:

Michael Berger, Esq.

(Contact Person)

Carpenter & Berger, PL

(Firm/Company)

6400 N. Andrews Avenue, Suite 370

(Address)

Fort Lauderdale, FL 33309

(City/State and Zip Code)

For further information concerning this matter, please call:

Michael Berger

(Name of Contact Person)

At ( 954 ) 772-0127

(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)

FILED

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

08 SEP 11 AM 11:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Novel Architectural Products, Inc.	Florida	P03000132600

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
SDT Holdings Company, Inc.	Florida	P03000132581
SDT Leasing Company, Inc.	Florida	P03000132588

**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 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 August 29, 2008.

The Plan of Merger was adopted by the board of directors of the surviving corporation on \_\_\_\_\_ 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 August 29, 2008.

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

(Attach additional sheets if necessary)

Name of Corporation

Typed or Printed Name of Individual & Title

Allen Stone

William Stone, President

Ich Schlechte

**John Schechter, President**

Woh Scheut

**John Schechter, President**

## PLAN OF MERGER

Merger between Novel Architectural Products, Inc., a Florida corporation (the "Surviving Corp.") and SDT Holdings Company, Inc. and SDT Leasing Company, Inc., Florida corporations (jointly the "Disappearing Corps.") (collectively the "Constituent Corporations"). This Merger is being effected under this Plan of Merger ("Plan") in accordance with §§607.1101 et seq. of the Florida Business Corporation Act (the "Act").

1. Articles of Incorporation. The Articles of Incorporation of Surviving Corp., in effect immediately before the Effective Date of the Merger (the "Effective Date") shall, without any changes, be the Articles of Incorporation of the Surviving Corp. from and after the Effective Date until further amended as permitted by law.

2. Distribution to Shareholders of the Constituent Corporations. On the Effective Date, all shares of the Constituent Corporations' common stock that shall be issued and outstanding at that time shall, without more, be surrendered to the respective corporations. In consideration for the surrender of the Constituent Corporations' common stock as described above, shares of Surviving Corp.'s stock shall be issued to the shareholders listed in Section 2.2 of that certain Shareholders Agreement of SDT Holdings, Inc. dated November 16, 2007 (the "Shareholders Agreement") in the same quantities described therein. As of the Effective Date, the shareholders listed in the Shareholders Agreement shall be the sole initial shareholders in Surviving Corp. and their relative ownership interests in Surviving Corp. shall be the same as their current ownership interests in SDT Holdings Company, Inc. Ownership, management, operations and control of Surviving Corp. shall be governed by the Shareholder Agreement which shall be deemed to have transferred and applicable to Surviving Corp. by the adoption of this Plan.

3. Satisfaction of Rights of Disappearing Corp. Shareholders. All shares of Surviving Corp.'s stock into which shares of Disappearing Corp.'s stock shall have been converted and become exchangeable for under this Plan shall be deemed to have been paid in full satisfaction of such converted shares.

4. Effect of Merger. On the Effective Date, the separate existences of Disappearing Corps. shall cease, and Surviving Corp. shall be fully vested in Disappearing Corps.'s rights, privileges, immunities, powers, and franchises, subject to their restrictions, liabilities, disabilities, and duties, all as more particularly set forth in §607.1106 of the Act.

5. Supplemental Action. If at any time after the Effective Date, Surviving Corp. shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of Surviving

Corp. or Disappearing Corps., as the case may be, whether past or remaining in office, shall execute and deliver, on the request of Surviving Corp., any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in Surviving Corp., or to otherwise carry out the provisions of this Plan.

6. Filing with the Florida Secretary of State and Effective Date. Disappearing Corps. and Surviving Corp. shall cause their respective Presidents (or Vice Presidents) to execute Articles of Merger in the form prescribed by Florida law and on such execution this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth in such Articles and shall become an exhibit to such Articles of Merger. Thereafter, Surviving Corp. shall deliver such Articles of Merger for filing to the Florida Secretary of State. In accordance with §607.1105 of the Act, the Articles of Merger shall specify the "Effective Date," which shall be the filing date of the Articles.

7. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by the one of the Constituent Corporations which is, or the shareholders of which are, entitled to the benefit thereof by action taken by the Board of Directors of such party, or may be amended or modified in whole or in part at any time before the vote of the shareholders of the Constituent Corporations by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as such change is in accordance with §607.1103 of the Act.

8. Termination. At any time before the Effective Date, this Plan may be terminated and the Merger abandoned by mutual consent of the shareholders of the respective Constituent Corporations.