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Share Exchange  
T. Lewis

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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## PUREZZA MARKETING, INC.

800 W. Cypress Creek Road, Suite 465  
Cypress Creek Tower  
Ft. Lauderdale, FL 33309

(954) 493-8133 Office

(954) 493-8300 Fax Email: [Purezzamarketing@bellsouth.net](mailto:Purezzamarketing@bellsouth.net)

August 10, 2005

State of Florida  
Secretary of State  
Department of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Purezza Marketing, Inc.

Dear Sir/Madam:

Enclosed please find a check in the amount of \$70.00, original and two executed copies of Articles of Share Exchange between Purezza Marketing, Inc. and IMT Holdings Pty Ltd.

Please retain one for your records and return filed copies back to us.

Please send correspondence to:

Larry Legel, CPA  
800 W. Cypress Creek Road  
Suite 470  
Ft. Lauderdale, FL 33309

Sunshine,

*Larry Legel, CPA*  
Larry Legel, CPA



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

September 6, 2005

LARRY LEGEL, CPA  
800 W. CYPRESS CREEK ROAD  
SUITE 470  
FT. LAUDERDALE, FL 33309

SUBJECT: PUREZZA MARKETING, INC.  
Ref. Number: P04000065409

We have received your document for PUREZZA MARKETING, INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The merger or share exchange should be signed by the chairman or vice chairman of the board of directors, the president or any other officer for each corporation involved in the merger or share exchange.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6905.

Thelma Lewis  
Document Specialist Supervisor

Letter Number: 505A00055418

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FLORIDA DEPARTMENT OF STATE

## ARTICLES OF SHARE EXCHANGE

The undersigned officer of Purezza Marketing, Inc, a corporation pursuant to Article 607, Florida Statutes, adopts the following Articles of Share Exchange:

### PLAN OF SHARE EXCHANGE

THIS PLAN OF SHARE EXCHANGE (the "Share Exchange Agreement" or "Agreement") is entered into as of July 12, 2005, between Purezza Marketing, Inc. ("Purezza"), a Florida corporation and IMT Holdings Pty Limited, an Australian corporation ("IMT").

### REPRESENTATIONS

- A.) Purezza is a corporation organized and existing under the laws of the State of Florida.
- B.) The authorized capital stock of Purezza consists of 100,000,000 shares of common stock, par value \$.001, of which 15,553,014 shares are duly issued and outstanding on the date hereof.
- C.) IMT is a corporation organized and existing under the laws of the Commonwealth of Australia.
- D.) Purezza and IMT enter into this Agreement whereby IMT will acquire all the issued and outstanding stock of Purezza not owned by IMT by issuing 3,000,000 shares of the ordinary (common) stock of IMT to the shareholders of Purezza in exchange for shares of common stock of Purezza held by them at an exchange rate of one share of IMT for each 2.48 shares of Purezza held by the Purezza shareholders. Purezza and IMT intend the exchange to qualify as a tax-free reorganization under Section 368(a)(1)(B) of the Internal Revenue Code of 1986, as amended.

### THE SHARE EXCHANGE

In consideration of the foregoing recitals, the covenants and conditions set forth herein, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties agree as follows:

#### 1. Share Exchange, Effectiveness

The shareholders of shares of common stock of Purezza shall exchange their shares for newly issued shares of ordinary (common) stock of IMT in accordance with the terms and conditions of this Agreement. Upon the execution of this Agreement by Purezza and IMT, the date for the effectiveness of this Agreement (the "Effective Time of the Share Exchange") shall be the date on which Articles of Share Exchange are filed with the State of Florida.

#### 2. Exchange of Shares

At the Effective Time of the Share Exchange;

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(a) Each shareholder of Purezza shall be issued one share of fully paid and nonassessable ordinary (common) stock of IMT for each 2.48 shares of Purezza stock owned by the Purezza shareholder. If the shareholder is entitled to a fractional share of IMT that is less than one-half, the shareholder shall not receive the fractional share. If the shareholder is entitled to a fractional share of IMT that is one-half or more, the shareholder shall receive one whole share of IMT in lieu of that fractional share. The shares of IMT shall be restricted from sale on the Australian Stock Exchange (ASX) by the shareholders as follows:

- (i.) 50% of the shares shall be restricted from sale for a period of six months from the date of this Agreement.
- (ii) The remaining 50% of the shares shall be restricted from sale for a period of twelve months from the date of this Agreement.

(b) Each shareholder of Purezza shall be granted one option to purchase one share of the ordinary (common) stock of IMT for each 2.48 shares of Purezza stock they own with the following conditions.

- (i) Each option shall entitle the holder to purchase one share of IMT ordinary (common) stock.
- (ii) the IMT options shall expire five years after the date of issue. Options may be exercised from three years after the date of issue until expiration;
- (iii) the exercise price of each IMT option will be the higher of:
  - (a) A\$0.22/share; or
  - (b) weighted average price of IMT shares on the Australian Stock Exchange (ASX) for a 30 calendar period prior to election to exercise the IMT options less a 30% discount;
  - (c) the option exercise price must be paid within 3 days of receipt by IMT of the written election to exercise the IMT options;
  - (d) IMT fully paid shares will be issued to the holder within 3 days of the IMT option payment being received by IMT.

(c) All shares of common stock of Purezza that are tendered to IMT shall be retained by IMT and Purezza shall become a wholly owned subsidiary of IMT.

### 3. Implementation

Each of Purezza and IMT shall take, or cause to be taken, all action or do, or cause to be done, all things necessary, proper or advisable under the laws of the State of Florida and the Commonwealth of Australia to consummate and make effective the Share Exchange.

### 4. Amendment

This Agreement may, to the extent permitted by law, be amended, supplemented or interpreted at any time by action taken by the Board of Directors of both Purezza and IMT; provided, however, that this Agreement may not be amended or supplemented after having been approved by the shareholders of Purezza except by a vote or consent of shareholders in accordance with applicable law.

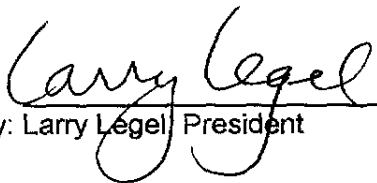
ADOPTION BY SHAREHOLDERS OF PUREZZA

A majority of the shareholders of Purezza Marketing, Inc. adopted the Plan of Share Exchange on July 12, 2005. The Board of Directors of IMT adopted the Plan of Share Exchange on June 10, 2005. Approval by the shareholders of IMT was not required.

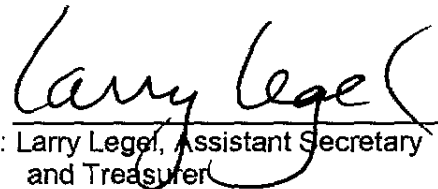
EFFECTIVE DATE OF SHARE EXCHANGE

The effective date of the Share Exchange shall be the date on which these Articles of Share Exchange are filed with the State of Florida.

PUREZZA MARKETING, INC.

  
by: Larry Legel, President

IMT HOLDINGS PTY LIMITED

  
by: Larry Legel, Assistant Secretary  
and Treasurer