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## MERGER OR SHARE EXCHANGE

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ARTICLES OF MERGER  
OF  
HP CORP. OF FLORIDA, INC.  
AND  
HEALTHY PET CORP. DBA HP CORP. OF DELAWARE, INC.

To the Department of State  
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic wholly-owned subsidiary business corporation and the foreign parent business corporation herein named do hereby adopt the following articles of merger.

FIRST: Annexed hereto and made a part hereof is the Plan of Merger for merging HP Corp. of Florida, Inc. with and into Healthy Pet Corp. dba HP Corp. of Delaware, Inc. as approved by the Board of Directors of HP Corp. of Florida, Inc. on June 1, 2007, and adopted at a meeting by the Board of Directors of Healthy Pet Corp. dba HP Corp. of Delaware, Inc. on June 1, 2007.

SECOND: The merger of HP Corp. of Florida, Inc. with and into Healthy Pete Corp. dba HP Corp. of Delaware, Inc. is permitted by the laws of the jurisdiction of organization of Delaware and has been authorized in compliance with said laws. The date of adoption of the Plan of Merger by the Board of Directors of Healthy Pet Corp. dba HP Corp. of Delaware, Inc. was June 1, 2007.

THIRD: Shareholder approval was not required for the merger.

Executed on this 1st day of June, 2007.

HP CORP. OF FLORIDA, INC.

By: 

Name: Thomas W. Fuller

Capacity: Vice President and Secretary

HP CORP. OF DELAWARE, INC.

By: 

Name: Thomas W. Fuller

Capacity: Vice President and Secretary

**PLAN OF MERGER  
OF  
HP CORP. OF FLORIDA, INC.**

**AND**

**HEALTHY PET CORP. dba HP CORP. OF DELAWARE, INC.**

1. Healthy Pet Corp. dba HP Corp. of Delaware, Inc., which is a business corporation of the State of Delaware and is the parent corporation and the owner of all of the outstanding shares of HP Corp. of Florida, Inc., which is a business corporation of the State of Florida and the subsidiary corporation, hereby merges HP Corp. of Florida, Inc. into Healthy Pet Corp. dba HP Corp. of Delaware, Inc. pursuant to the provisions of the Florida Business Corporation Act and pursuant to the provisions of the laws of the jurisdiction of organization of Health Pet Corp. dba HP Corp. of Delaware, Inc.

2. The separate existence of HP Corp. of Florida, Inc. shall cease at the effective time and date of the merger pursuant to the provisions of the Florida Business Corporation Act; and Healthy Pet Corp. dba HP Corp. of Delaware, Inc. shall continue its existence as the surviving corporation pursuant to the provisions of the laws of the jurisdiction of its organization.

3. The issued shares of HP Corp. of Florida, 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 Healthy Pet Corp. dba HP Corp. of Delaware, 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.