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

From:

Account Name : WILLIAMS LAW GROUP
Account Number : I19990000087
Phone : (813) 831-9448
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MERGER OR SHARE EXCHANGE

TRIPLE BAY INDUSTRIES, INC.

Certificate of Status	1
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Share Exchange
cc/cu3
@ 7.11.06

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ARTICLES OF SHARE EXCHANGE

- (a) The plan of share exchange is attached.
- (b) The effective date of the share exchange is the date on which the articles of exchange are filed with the Florida Secretary of State;
- (c) The Plan of Share Exchange was required to be approved by the shareholders of Triple Bay Industries, Inc., a Ohio corporation. The Plan of Share Exchange was not required to be approved by the shareholders of Triple Bay Industries, Inc., a Florida corporation.
- (d) The Plan of Share Exchange was adopted by the board of directors of the Triple Bay Industries, Inc., a Florida corporation as of 7/10/2006. The Plan of Share Exchange was adopted by the shareholders and directors of the Triple Bay Industries, Inc., a Ohio corporation as of 7/10/2006.

SIGNATURES FOR EACH ENTITYTriple Bay Industries, Inc., a Florida corporation

By: Beth Jarvis
Beth Jarvis, President

Approved: Kevin Lynch
Kevin Lynch, Director

Beth Jarvis
Beth Jarvis, Director

Date: 7/10/2006

Triple Bay Industries, Inc., a Ohio corporation

Kevin Lynch
Kevin Lynch, Director

Beth Jarvis
Beth Jarvis, Director and Shareholder

Date: 7/10/2006

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PLAN OF SHARE EXCHANGE

1. The name of the corporation the shares of which will be acquired and the name of the acquiring corporation:

The name and jurisdiction of the **acquiring** corporation: Triple Bay Industries, Inc., a Florida corporation

The name and jurisdiction of each **acquired** entity: Triple Bay Industries, Inc., a Ohio corporation

2. The terms and conditions of the exchange: ^{150,000} shares of Acquiring corporation for each one share of Acquired corporation.

3. Manner of exchange: **Acquiring** corporation shall exchange 15,000,000 shares of its common stock for all stock of Triple Bay Industries, Inc., a Ohio corporation, to be distributed pro rata to the shareholders based upon their percentage interest in **Acquired** corporation.

SIGNATURES FOR EACH ENTITY

Triple Bay Industries, Inc., a Florida corporation

By: Beth Jarvis
Beth Jarvis, President

Approved: Kevin Lynch
Kevin Lynch, Director

Beth Jarvis
Beth Jarvis, Director

Date: 7/10/06

Triple Bay Industries, Inc., a Ohio corporation

Kevin Lynch
Kevin Lynch, Director

Beth Jarvis
Beth Jarvis, Director and Shareholder

Date: 7/10/06

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