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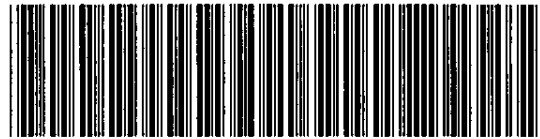
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01/12/09--01028--001 **78.75

EFFECTIVE DATE

1-15-09

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2009 JAN 12 PM 12:20

FILED

Merger

TB

1-21-09



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JOHN G. NOSSIFF
ATTORNEY AT LAW

Via First Class Mail
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

January 9, 2009

Re: Filing of Articles of Merger -SPST Holding Corp.

Dear Sir/Madam:

Enclosed for filing with the Florida Division of Corporations on behalf of the above referenced corporations are Articles of Merger, pursuant to which Solar Products Sun-Tank Inc. is merging up and into SPST Holding Corp.

Also enclosed is a check for \$78.75, payable to the Florida Department of State, in payment of the applicable fees (\$35 for each party to the merger and \$8.75 for a certified copy of the as filed Articles of Merger) (total \$78.75).

An additional copy is enclosed, to be **certified** by the Department of State.

Please mail the certified copy to the undersigned at the following address:

John G. Nossiff, Esq.
The Nossiff Law Firm, LLP
300 Brickstone Square, Suite 201
Andover, MA 01810

Please call the undersigned with questions at 978 409 2648.

Thank you.

The Nossiff Law Firm, LLP


John G. Nossiff

Cc: Mark Shefts, President

**ARTICLES OF MERGER
SOLAR PRODUCTS, SUN-TANK INC.
SPST HOLDING CORP.**

These ARTICLES OF MERGER ("Articles") are submitted by SPST Holding Corp. ("Parent") and Solar Products, Sun-Tank Inc. ("Subsidiary"), each a Florida corporation.

FILED
2009 JAN 12 PM 12:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECITALS

EFFECTIVE DATE
1-15-09

A. Parent is corporation duly organized and existing under the laws of the State of Florida, and is the record owner of more than 80% of the issued and outstanding common stock of Subsidiary.

B. Subsidiary is a corporation duly organized and existing under the laws of the State of Florida.

C. The respective boards of directors of Parent and Subsidiary have determined that it is advisable and in the best interests of each corporation that Subsidiary be merged up and into Parent (the "Merger") upon the terms and subject to the conditions set forth in that certain Agreement and Plan of Merger between Parent and Subsidiary, dated November 26, 2008 ("Plan of Merger").

D. The respective boards of directors of Parent and Subsidiary have been duly advised of the terms and conditions of this Merger document and, by resolutions duly adopted on November 26, 2008, have authorized, approved and adopted the Plan of Merger. Pursuant to Section 607.1104 of the Florida Corporation Law, neither Subsidiary nor Parent's shareholders are required to approve the Merger.

E. The parties intend by the Plan of Merger to effect a "reorganization" under Section 368 of the Internal Revenue Code of 1986, as amended.

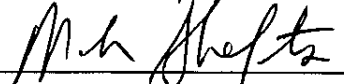
ARTICLES

1. **NAME OF PARENT CORPORATION:** SPST Holding Corp., a Florida Corporation ("Parent")
2. **NAME OF SUBSIDIARY CORPORATION:** Solar Products, Sun-Tank Inc., a Florida Corporation ("Subsidiary").
3. **PLAN OF MERGER:** Upon the terms and subject to the conditions of the Plan of Merger, and in accordance with the relevant provisions of the Florida Corporation Law (the "FCL"), Subsidiary will at the Effective Time (as defined herein) merge up and into Parent and Parent shall be the surviving corporation ("Merger"). At the Effective Time of the Merger, each issued and outstanding share of common stock of Subsidiary not held by Parent ("Common Stock") shall be converted into the right to receive \$.0092 from the Parent. Thus, an aggregate of \$104,610.44 in consideration will be paid to the shareholders of Subsidiary (other than Parent) in connection with the Merger (product of \$.0092 per share and 11,370,700 common shares). There are no outstanding rights to acquire Common Stock of Subsidiary.
4. **EFFECTIVE TIME OF MERGER:** The Merger will become effective **January 15, 2009**.

5. **APPRAISAL RIGHTS:** Shareholders who, but for the applicability of Section 607.1104 of the Florida Corporation Law (relating to the merger of an 80% (minimum) owned subsidiary into the parent corporation without approval of the shareholders of the parent or subsidiary), would be entitled to vote on the Merger and who dissent from the Merger pursuant to Section 607.1321 of the Florida Corporation Law, may be entitled, if they comply with the provisions of the Florida Corporation Law, to be paid the fair value of their shares, if it is determined that the cash consideration per share of Common Stock specified in the Plan of Merger (\$.0092) is less than the actual "fair value" per share.

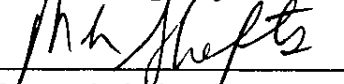
IN WITNESS WHEREOF, each of the parties has caused these Articles of Merger to be executed on its behalf by its duly authorized officer, as of January 6, 2009.

Solar Products, Sun-Tank Inc.



By: Mark Shefts, President

SPST Holding Corp.



By: Mark Shefts, President