

APR. 28. 2011 12:59PM
Division of Corporations

KANETSKY MOORE DEBOER

NO. 3280

P. 1

Page 1 of 1

**Florida Department of State
Division of Corporations
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE

Hoosier Daddy, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

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Merger

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Help

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ARTICLES OF MERGER**(Profit Corporations)**

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

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Hoosier Daddy, Inc.	Nevada	E0223952011-9

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Hoosier Daddy, Inc.	Florida	P09000018254
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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 April 21, 2011.

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 April 21, 2011.

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

THIS INSTRUMENT PREPARED BY
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Attorney At Law
P.O. Box 1787
Venice, Florida 34284-1787
(941) 485-1571
Fla. Bar #393053

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

Hoosier Daddy, Inc.

Donald Weller

Donna M. Wollert, President (Nevada)

Hoosier Daddy, Inc.,

Donna M. Collett

Donna M. Wollert, President (Florida)

H110001174863

PLAN OF MERGER**(Non Subsidiaries)**

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:

NameJurisdictionHoosier Daddy Inc.Nevada

Second: The name and jurisdiction of each merging corporation:

NameJurisdictionHoosier Daddy, Inc.Florida

Third: The terms and conditions of the merger are as follows:

At the Effective Time (as defined in Section 2 hereof), Hoosier Daddy, Inc., a Florida corporation, ("HDI FL") shall be merged with and into Surviving Corporation in accordance with the applicable laws of the States of Florida and Nevada, whereupon the separate corporate existence of HDI FL, shall cease, and Surviving Corporation shall continue as the surviving corporation (the "Surviving Corporation"). From and after the Effective Time, the Surviving Corporation shall possess all the property, rights, privileges, immunities, powers, and franchises and be subject to all the debts, liabilities, obligations, restrictions, disabilities, and duties of HDI FL, and Surviving Corporation.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

At the Effective Time, by virtue of the Merger and without any action on the part of Hoosier Daddy, Inc., a Florida corporation ("HDI FL"), or Surviving Corporation or any holder of any share of capital stock of HDI FL
(Attach additional sheets if necessary)

APR. 28. 2011 1:00PM

KANETSKYMOOREDEBOER

HL10001174863

NO. 3200 P. 5

\$1.00 par value per share ("HDI FL Common Stock"), issued and outstanding immediately prior thereto shall be converted into the right to receive one (the "Conversion Ratio") share of common stock of Surviving Corporation, par value \$1.00 per share (the "Surviving Corporation Common Stock"). Each share of Surviving Corporation Common Stock issued and outstanding immediately prior to the Effective Time shall be canceled at the Effective Time.

APR. 28. 2011 1:00PM

KANETSKYMOOREDEBOER

NO. 3200 P. 6
H110001174863

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

OR

Restated articles are attached:

Other provisions relating to the merger are as follows: