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**MERGER OR SHARE EXCHANGE
OMP Racing, Inc.**

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JAN 19 2011

EXAMINER

**Articles of Merger
for
OMP Racing, Inc.**

These Articles of Merger are submitted to merge the following Florida Profit Corporation and Foreign Limited Liability Company pursuant to Chapter 607, Florida Statutes, and Chapter 25.15, Washington State Statutes.

1. The name, entity type, and jurisdiction for the merging party are:

Name: OMP America, LLC
Form/Entity Type: Limited Liability Company
Jurisdiction: Washington State

2. The name, entity type, and jurisdiction of the surviving party are:

Name: OMP Racing, Inc.
Form/Entity Type: Corporation
Jurisdiction: Florida

3. Pursuant to Fla. Stat. §607.1109(1)(b), the attached plan of merger was approved by OMP Racing, Inc., as a party to the merger in accordance with §§607.1103-04 of the Florida Statutes.

4. Pursuant to Fla. Stat. §607.1109(1)(c), the attached plan of merger was approved by OMP America, LLC, as a party to the merger in accordance with RCW Section 25.15.400 of the applicable Washington State Statutes.

5. Effective date of merger: When filed with the Florida Department of State.

6. Signatures for each Party:

OMP RACING, INC.

By:

Gabriele Pedone
Gabriele Pedone
Vice President

OMP AMERICA, LLC

Sole Member: OMP RACING, INC.

By:

Gabriele Pedone
Gabriele Pedone
Vice President

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**Plan of Merger
for
OMP Racing, Inc.**

Pursuant to Fla. Stat. §607.1108, the Board of Directors of OMP Racing, Inc., and the sole member of OMP America, LLC adopt the following plan of merger.

1. The name, entity type, and jurisdiction of the subsidiary and merging party are:

Name:	OMP America, LLC
Form/Entity Type:	Limited Liability Company
Jurisdiction:	Washington State

2. The name, entity type, and jurisdiction of the parent corporation and surviving party are:

Name:	OMP Racing, Inc.
Form/Entity Type:	Corporation
Jurisdiction:	Florida

3. The terms and conditions of the merger are as follows:

OMP America, LLC, is a wholly owned subsidiary of OMP Racing, Inc. The subsidiary will merge into the parent corporation and will cease to exist. OMP America, LLC has no other members. Therefore, OMP Racing, Inc. will be the surviving entity and will assume all the obligations of OMP America, LLC.

4. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, and the rights to acquire the same are as follows:

Because OMP America, LLC is a wholly owned subsidiary of OMP Racing, Inc. and is merging into OMP Racing, Inc., its parent corporation, there is no exchange of interests, shares, obligations or other securities, in whole or in part, into cash or other property, and the rights to acquire the interests, shares, obligations, or other securities of each party remain unchanged. This merger is being carried out pursuant to Fla. Stat. §617.1104. OMP Racing, Inc., as the sole member of OMP America, LLC, is also the surviving company in this merger between parent and subsidiary.

5. Pursuant to Fla. Stat. §607.1103(7), action by the shareholders of OMP Racing, Inc. is not required because the articles of incorporation of the surviving corporation will not differ from its articles before the merger, and each shareholder of the surviving corporation will hold the same number of shares, with identical designations, preferences, limitations, and relative rights, immediately after the merger.