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MERGER OR SHARE EXCHANGE
LAN PRODUCTS, INC.

EFFECTIVE DATE
12-31-12

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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: LAN Products, Inc.
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Edward N. Gadsby, Jr.
Contact Person

Foley Hoag LLP
Firm/Company

155 Seaport Boulevard
Address

Boston, MA 02210
City/State and Zip Code

SGadsby@foleyhoag.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Edward N. Gadsby, Jr. At (617) 832-1000
Name of Contact Person — Area Code & Daytime Telephone Number

☑ Certified copy (optional) $8.75 **(Please send an additional copy of your document if a certified copy is requested)**

STREET ADDRESS:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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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.

EFFECTIVE DATE
12-31-12

First: The name and jurisdiction of the surviving corporation:

Name	Jurisdiction	Document Number (If known/ applicable)
LAN Products, Inc.	Florida	P12000103464

Second: The name and jurisdiction of each merging corporation:

Name	Jurisdiction	Document Number (If known/ applicable)
LAN Products, Inc.	New York	N/A

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 12 / 31 / 2012 (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 December 28, 2012.

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 December 28, 2012.

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

(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
LAN Products, Inc., a Florida corporation		Jan Pirrong, President
LAN Products, Inc., a New York corporation		Jan Pirrong, President

AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER dated as of December 28, 2012 (this "Agreement") is between LAN Products, Inc., a New York corporation ("LAN-New York"), and LAN Products, Inc., a Florida corporation ("LAN-Florida").

WITNESSETH

WHEREAS, the Boards of Directors of each of LAN-New York and LAN-Florida have deemed it advisable and in the best interests of LAN-New York and LAN-Florida that LAN-New York be merged with and into LAN-Florida upon the terms and conditions set forth herein and have approved and adopted this Agreement and authorized the transactions contemplated hereby;

WHEREAS, the Boards of Directors of each of LAN-New York and LAN-Florida have directed that this Agreement be submitted to a vote of their respective stockholders; and

WHEREAS, the parties hereto desire to enter into this Agreement for the purpose of merging LAN-New York with and into LAN-Florida (the "Merger");

NOW THEREFORE, in consideration of the promises and the mutual agreements and covenants herein contained, the parties do hereby agree and covenant as follows:

1. Merger.

1.1 The Merger. As of the Effective Time (as defined in subsection 1.2 hereof), (a) LAN-New York shall be merged with and into LAN-Florida, and the separate existence of LAN-Florida shall thereupon cease, and (b) LAN-Florida, as the surviving corporation in the merger (the "Surviving Corporation"), shall continue its corporate existence and be organized under and governed by the Florida Business Corporation Act under its present name and with the corporate purposes specified in its Certificate of Incorporation.

1.2 Effective Time. The Merger shall be effected by the filing of a certificate of merger with the New York Department of State and articles of merger with the Florida Department of State. The Merger shall become effective on December 31, 2012 (the "Effective Time").

1.3 Certificate of Incorporation and By-Laws. The articles of incorporation of LAN-Florida shall be the articles of incorporation of the Surviving Corporation until thereafter amended as provided therein. The by-laws of LAN-Florida as in effect immediately prior to the Effective Time, shall be the by-laws of the Surviving Corporation until thereafter amended as provided therein.

1.4 Directors and Officers. The sole director of LAN-Florida prior to the Effective Time shall be the sole director of the Surviving Corporation, and the officers of LAN-Florida immediately prior to the Effective Time shall be the officers of the Surviving Corporation, each to hold the same office of the Surviving Corporation as he or she held with

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respect to LAN-Florida, each such officer and director to hold such office in accordance with the articles of incorporation and the by-laws of the Surviving Corporation.

1.5 Surviving Corporation. The Surviving Corporation shall continue under the name LAN Products, Inc., with its principal place of business at 8021 Glen Abbey Circle, Fort Myers, FL 33912.

2. Conversion of Outstanding Stock.

2.1 At the Effective Time, each share of common stock, no par value, of the LAN-New York issued and outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the holder thereof, become one validly issued, fully paid and non-assessable share of common stock, no par value, of the Surviving Corporation.

2.2 At the Effective Time, all shares of common stock, no par value, of LAN-Florida issued and outstanding prior to the Effective Time shall, by virtue of the Merger, and without any action on the part of the holder thereof, be cancelled and retired.

3. Stock Certificates. As soon as practicable following the Effective Time, the Corporation will issue to the sole stockholder of LAN-New York who, by virtue of the Merger, becomes the sole stockholder of LAN-Florida, a certificate or certificates representing the shares common stock of the Surviving Corporation into which such stockholder's shares shall have been converted as herein provided. Until any such stock certificate is issued, the registered owner of the shares on the books and records of LAN-New York shall have and be entitled to exercise any voting and other rights with respect to, and to receive any dividend and other distributions upon, the shares of common stock of the Surviving Corporation into which such shares of common stock of LAN-New York shall have been converted by virtue of the Merger.

4. Capitalization.

4.1 LAN-New York. On the date of this Agreement, and before giving effect to the Merger, LAN-New York has authority to issue Two Hundred (200) shares of common stock, of which One Hundred (100) shares are issued and outstanding.

4.2 LAN-Florida. On the date of this Agreement, and before giving effect to the Merger, LAN-Florida has authority to issue Two Hundred (200) shares of common stock, of which One Hundred (100) shares are issued and outstanding.

5. Further Assurances. From time to time, as and when required by the LAN-Florida or by its successors and assigns, there shall be executed and delivered on behalf of LAN-New York such deeds and other instruments, and there shall be taken or caused to be taken by it such further and other action, as shall be appropriate or necessary in order to vest, perfect or confirm, of record or otherwise, in LAN-Florida the title to and possession of all the property, interest, assets, rights, privileges, immunities, powers, franchises and authority of LAN-New York, and otherwise to carry out the purposes of this Agreement, and the officers and directors of the LAN-Florida are fully authorized to take any and all such action and to execute and deliver any and all such deeds and other instruments.

6. General Provisions.

6.1 Amendments. This Agreement may be modified or amended only by a writing signed by each party hereto.

6.2 Successors and Assigns. This Agreement shall be binding upon and shall inure to the benefit of the parties and their respective successor and assigns, provided that no party may assign its rights hereunder without the prior written consent of the nonassigning party.

6.3 Entire Agreement. This Agreement embodies the entire agreement and understanding between the parties with respect to this transaction and supersedes all prior discussions, understandings and agreements concerning the matters covered hereby.

6.4 Counterparts. This Agreement may be executed in one or more counterparts, all of which taken together shall constitute one and the same instrument, and any of the parties hereto may execute this Agreement by signing any such counterpart.

6.5 Right to Abandon. Either party may, by action of its Board of Directors, abandon the Merger under this Agreement at any time prior to the filing of the certificate of merger with the New York Department of State and the articles of merger with the Florida Department of State.

6.6 Approval by Members and Stockholder. No certificate or articles of merger with respect to the Merger shall be filed with either the New York Department of State or Florida Department of State until the Merger has been approved by the stockholders of LAN-New York and LAN-Florida and in accordance with applicable law.

[Remainder of page intentionally left blank]

EXECUTED as a sealed instrument as of the date first written above.

LAN PRODUCTS, INC.
a New York corporation

By: ______________________
Name: Jan Pirrong
Title: President

LAN PRODUCTS, INC.
a Florida corporation

By: ______________________
Name: Jan Pirrong
Title: President

Signature Page to Agreement and Plan of Merger