

Division of Corporations

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P93000045764

Florida Department of State  
Division of Corporations  
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DIVISION OF CORPORATIONS

**MERGER OR SHARE EXCHANGE**

**Protective Products International Corp.**

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ARTICLES OF MERGER  
OF  
PP ACQUISITION CORP.  
(a Florida corporation)  
INTO  
PROTECTIVE PRODUCTS INTERNATIONAL CORP.  
(a Florida corporation)

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06 MAY 25 PM 2:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

FIRST: Protective Products International Corp., a Florida corporation, document number P93000045764, is the surviving corporation (the "Surviving Corp.").

SECOND: PP Acquisition Corp., a Florida corporation, document number P06000070706, is the merging corporation (the "Terminating Corp.").

THIRD: The Plan of Merger is attached hereto.

FOURTH: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

FIFTH: The Plan of Merger was adopted by Written Consent of the Sole Director and Sole Shareholder of the Surviving Corp. dated as of May 25, 2006.

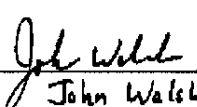
SIXTH: The Plan of Merger was adopted by the Directors and Sole Shareholder of the Terminating Corp. on May 25, 2006.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger as of the 25th day of May, 2006.

PROTECTIVE PRODUCTS INTERNATIONAL  
CORP.

By:   
Stephen Giordanella, President

PP ACQUISITION CORP.

By:   
Name: John Walsh  
Title: President

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### PLAN OF MERGER

The following Plan of Merger is submitted in compliance with Section 607.1101, Florida Statutes.

**FIRST:** Protective Products International Corp., a Florida corporation is the surviving corporation (the "Surviving Corp.").

**SECOND:** PP Acquisition Corp., a Florida corporation is the merging corporation (the "Terminating Corp.").

**THIRD:** The terms and conditions of the merger are as follows:

1. The Articles of Incorporation of the Terminating Corp. as in effect immediately prior to the merger shall be the Articles of Incorporation of the Surviving Corp.
2. The Bylaws of the Terminating Corp. as in effect immediately prior to the merger shall be the Bylaws of the Surviving Corp.
3. The directors of the Terminating Corp. in office immediately prior to the merger shall be the directors of the Surviving Corporation.
4. The officers of the Surviving Corp. in office immediately prior to the merger shall be the officers of Surviving Corp.

**FOURTH:** The manner and basis of converting shares of each corporation into shares, obligations, or other securities of the Surviving Corp. 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 corporation or, in whole or in part, into cash or other property are as follows:

1. All issued and outstanding shares of the Surviving Corp. shall be acquired by the sole shareholder of the Terminating Corp.
2. All issued and outstanding shares of the Terminating Corp. shall be cancelled and retired.

**FIFTH:** All assets and liabilities of Terminating Corp. shall become assets and liabilities of Surviving Corp.

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