

Division of Corporations

P9300008/335

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Florida Department of State
Division of Corporations
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AL

MERGER OR SHARE EXCHANGE

RUSSELL & SUN SOLAR CORPORATION

Certificate of Status	0
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ARTICLES OF MERGER
Merger Sheet

MERGING:

SWISS HIGH-TECH L.C. A FLORIDA ENTITY

INTO

RUSSELL & SUN SOLAR CORPORATION, a Florida entity, P93000081335.

File date: November 21, 2002

Corporate Specialist: Agnes Lunt

Department of State 11/19/2002 3:55 PAGE 1/1 RightFAX

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

November 19, 2002

RUSSELL & SUN SOLAR CORPORATION
390 NARRAGANSETT ST NE
PALM BAY, FL 32907

SUBJECT: RUSSELL & SUN SOLAR CORPORATION
REF: P93000081335

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

YOU MUST USE THE CROSS ENTITY MERGER ARTICLES IN ORDER TO FILE A MERGER BETWEEN A LIMITED LIABILITY COMPANY AND A CORPORATION, WE CAN NOT USE PROFIT CORPORATION ARTICLES OF MERGER.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6094.

Agnes Lunt
Document Specialist

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Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA**ARTICLES OF MERGER**

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. RUSSELL & SUN SOLAR CORPORATION 1630 JINN COURT SE PALM BAY, FLORIDA 32909	FLORIDA	S CORPORATION

Florida Document/Registration Number: P93000081335 FEI Number: 59-3209852

2. SWISS HIGH-TECH L.C. 1630 JINN COURT PALM BAY, FLORIDA 32909	FLORIDA	L.L.C.
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Florida Document/Registration Number: L00000007006 FEI Number: 59-3691111

3. _____

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4. _____

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(Attach additional sheet(s) if necessary)

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PALM BEACH, FLORIDA

SECOND: The exact name, street address of its principal office, jurisdiction and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
RUSSELL & SUN SOLAR CORPORATION	FLORIDA	S - CORPORATION
1630 JINN COURT SE		
PALM BAY, FLORIDA 32909		

Florida Document/Registration Number: P93000081335

FEI Number: 59-3209852

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

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TALLAHASSEE, FLORIDA
PLAN OF MERGER

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The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

FIRST: The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
SWISS HIGH-TECH L.C.	FLORIDA

SECOND: The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
RUSSELL & SUN SOLAR CORPORATION	FLORIDA

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

THE MERGER AND THE PERFORMANCE OF THE MERGER, BY EACH AND ALL OF THE PART ENTITIES MENTIONED IN THE MERGER WERE DULY AUTHORIZED BY ALL ACTION REQUIRED BY THE LAWS UNDER WHICH EACH WAS INCORPORATED AND ORGANIZED AND BY ITS CONTITUEUT DOCUMENTS, TO WHICH REPRESENTATION THE SIGNEES DULY CERTIFIES AND ATTESTS TO THE MERGER.

(Attach additional sheet(s) if necessary)

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TALLAHASSEE, FLORIDA**FOURTH:**

- A. 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, in whole or in part, into cash or other property are as follows:

THE MANNER AND BASIS OF CONVERTING THE INTERESTS, SHARES, AND OBLIGATIONS, ANDRE HIRCHE WITH A BASIS OF 49 UNITS IN SWISS HIGH-TECH LLC FOR 49 SHARES OF COMMON STOCK IN RUSSELL & SUN SOLAR CORPORATION. FUTHERMORE, THE MANNER AND BASIS OF CONVERTING THE INTERESTS, SHARES, AND OBLIGATIONS, NICOLE HIRCHE WITH A BASIS OF 51 UNITS IN SWISS HIGH-TECH LLC FOR 51 SHARES OF COMMON STOCK IN RUSSELL & SUN SOLAR CORPORATION.

- B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

THE MANNER AND BASIS OF CONVERTING RIGHTS TO ACQUIRE INTERESTS, SHARES, AND OBLIGATIONS OF EACH MERGED PARTY INTO THE RIGHTS INTERESTS, SHARES, AND OBLIGATIONS OF THE SURVIVING ENTITY WERE UNANIMOUSLY VOTED UPON IN THE EIGHTH ANNUAL COMBINED MEETING OF STOCKHOLDERS AND BOARD OF DIRECTORS OF SOLAR & SUN CORPORATION HELD AT 1630 JINN COURT SE, PALM BAY, FLORIDA 32909 ON NOVEMBER 14, 2002.

(Attach additional sheet(s) if necessary)

FIFTH: If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

Name(s) and Address(es) of General Partner(s)

If General Partner is a Non-Individual,
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SIXTH: If a limited liability company is the surviving entity, the name(s) and address(es) of the manager(s) managing members are as follows:

SEVENTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

EIGHTH: Other provisions, if any, relating to the merger:

(Attach additional sheet(s) if necessary)

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