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(Requestor's Name)

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(City/State/Zip/Phone #)

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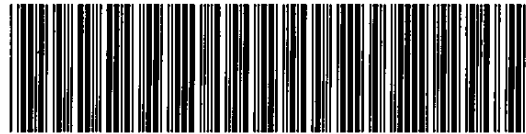
(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA

Share Exchange

TB

1-3-08



HOWARD,
STALLINGS,
FROM &
HUTSON, P.A.

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December 27, 2007

Via Federal Express

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

To Whom It May Concern:

Please find enclosed the following documents which we request be filed in the indicated order:

1) First, please file the Articles of Share Exchange with attached Plan of Share Exchange for Darchem Tire Industry Products Corp., a Florida corporation to be acquired by Darchem Tire Industry Products Corp., a North Carolina corporation. Our check for \$70.00, which we understand to be the filing fee for this document, *is enclosed*.

2) Second, please file the attached Articles of Dissolution for Darchem Tire Industry Products Corp., a Florida corporation. A check for \$35.00 is enclosed for the filing fee.

Please return copies of the filed documents to my attention at P. O. Box 12347, Raleigh, North Carolina 27605. If you have any questions regarding these requests, please call me at 919-821-7700. Thank you very much for your assistance.

Sincerely,

HOWARD, STALLINGS,
FROM & HUTSON, P.A.

Sarah L. Phillips
Paralegal

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ARTICLES OF SHARE EXCHANGE
(Profit Corporations)

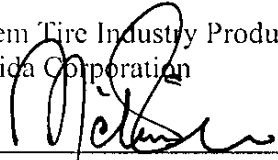
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The following articles of share exchange are submitted in accordance with the Florida Business Corporation Act, pursuant to 607.1105, Florida Statutes.

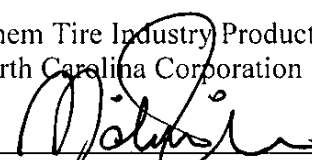
- (1) The name and jurisdiction of the Acquiring Corporation: Darchem Tire Industry Products Corp., a North Carolina Corporation
- (2) The name and jurisdiction of the Corporation the Shares of which will be acquired: Darchem Tire Industry Products Corp., a Florida Corporation
- (3) The Plan of Share Exchange is attached hereto.
- (4) The Share Exchange shall become effective on the date the Articles of Share Exchange are filed with the Florida Department of State.
- (5) The Plan of Share Exchange was adopted by the Board of Directors of the Acquiring Corporation on December 21, 2007 and shareholder approval was not required.
- (6) The Plan of Share Exchange was adopted by the sole shareholder of the Acquired Corporation on December 21, 2007.

This the 21 day of December, 2007.

Darchem Tire Industry Products Corp.,
A Florida Corporation

By: 
Victoria Rothenberger-Langdon,
President

Darchem Tire Industry Products Corp.,
A North Carolina Corporation

By: 
Victoria Rothenberger-Langdon,
President

PLAN OF SHARE EXCHANGE

DARCHEM TIRE INDUSTRY PRODUCTS CORP., a North Carolina Corporation (the "North Carolina Corporation"), by its directors, and DARCHEM TIRE INDUSTRY PRODUCTS CORP., a Florida Corporation (the "Florida Corporation"), by its directors, hereby agree to the following Plan of Share Exchange, pursuant to North Carolina General Statutes, Section 55-11-07 and Florida Statute Chapters 607.1103 and 607.1105 - 607.1107, upon the following terms, conditions and provisions:

A. CORPORATIONS PARTICIPATING IN SHARE EXCHANGE.

Acquiring Entity: Darchem Tire Industry Products Corp.,
a North Carolina Corporation

Entity the Shares of
which will be Acquired: Darchem Tire Industry Products Corp.,
a Florida Corporation

B. TERMS AND CONDITIONS

The Florida Corporation has previously filed a Certificate of Withdrawal to do business in the State of North Carolina, to become effective at 11:59 a.m., December 20th, 2007, and the North Carolina Corporation has filed Articles of Incorporation in the State of North Carolina to become effective at 12:00 p.m., the 20th day of December, 2007. The share exchange contemplated herein shall constitute a Reorganization by mere change in place of organization pursuant to 26 U.S.C. § 368(a)(1)(F).

D. EXCHANGE OF SHARES.

Pursuant to the terms of this Plan, the Florida Corporation's Sole Shareholder shall transfer its outstanding shares (the "Transferred Shares") in the Florida Corporation to the North Carolina Corporation. The Transferred Shares shall represent the total initial capitalization of the North Carolina Corporation. The North Carolina Corporation shall accept the Transferred Shares and issue to said Sole Shareholder shares in the North Carolina Corporation representing the actual value of the Transferred Shares.

E. SHARES VOTED FOR SHARE EXCHANGE.

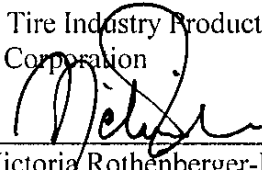
Pursuant to Florida Statute 607.1103, this Plan of Share Exchange is hereby approved by the Sole Shareholder of the Florida Corporation. The North Carolina Corporation will not have a shareholder until the Share Exchange is completed, so shareholder approval by the North Carolina Corporation is not required to adopt the Plan of Share Exchange. The undersigned Sole Shareholder hereby agrees to accept the shares issued by the North Carolina Corporation so as to effectuate the Share Exchange.

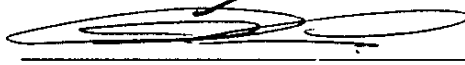
F. EFFECTIVE DATE.

The Share Exchange shall be effective upon the filing of Articles of Share Exchange with the Florida Department of State.

IN TESTIMONY WHEREOF, the parties hereto have signed and sealed this instrument, this the 21 day of December, 2007.

Darchem Tire Industry Products Corp.,
a Florida Corporation

By: 
Victoria Rothenberger-Langdon, Director

By: 
Luiz C. DaSilva, Director

Werlind Corp, S.A., Sole Shareholder of
Darchem Tire Industry Products Corp.,
a Florida Corporation

By: 
Hector Lorenzo, President

Darchem Tire Industry Products Corp.,
a North Carolina Corporation

By: 
Victoria Rothenberger-Langdon, Director

By: 
Luiz C. DaSilva, Director

By: 
Richard E. Bowen, Director

By: 
Carols A. Forti, Director