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MERGER OR SHARE EXCHANGE

TWIN-STAR INTERNATIONAL, INC.

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Merger
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ARTICLES OF MERGER

of

FIRE ACQUISITION CORP.
(a Florida corporation)

into

TWIN-STAR INTERNATIONAL, INC.
(a Florida corporation)

Pursuant to the provisions of Section 607.1104 and Section 607.1105 of the Florida Business Corporation Act (the "FBCA"), Fire Acquisition Corp., a Florida corporation ("Fire"), and Twin-Star International, Inc., a Florida corporation ("Twin-Star"), hereby adopt the following Articles of Merger for the purpose of merging Fire with and into Twin-Star (the "Merger").

FIRST: The plan of merger, pursuant to Section 607.1104 of the FBCA, is attached to these Articles of Merger, as Exhibit A hereto (the "Plan of Merger") and is incorporated herein by reference.

SECOND: The Merger shall become effective when these Articles of Merger have been filed with the Department of State of Florida (the "Effective Time"). At the Effective Time, Fire shall be merged with and into Twin-Star, with Twin-Star being the surviving corporation of the Merger, and the separate existence of Fire shall thereupon cease.

THIRD: The Plan of Merger was approved by the written consent of the Board of Directors of Fire on April 24, 2007 and by Fire's sole shareholder on April 24, 2007.

FOURTH: Neither the approval of the Board of Directors of Twin-Star nor the shareholders of Twin-Star was required.

[signatures appear on following page]

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IN WITNESS WHEREOF, each of Twin-Star and Fire have caused these Articles of Merger to be signed in their respective corporate names and on their behalf by an authorized officer, as of the 24th day of April, 2007.

TWIN-STAR INTERNATIONAL, INC.

By: [Signature]
Name: Michael Horwitz
Title: President

FIRE ACQUISITION CORP.

By: [Signature]
Name: Leo B. Kaplan
Title: President

EXHIBIT A
AGREEMENT AND PLAN OF MERGER

PLAN OF MERGER

This PLAN OF MERGER ("Agreement") is made and entered into on this 24th day of April, 2007 by and between FIRE ACQUISITION CORP. ("Fire"), a corporation organized and existing under the laws of the State of Florida, and TWIN-STAR INTERNATIONAL, INC. ("Twin-Star"), a corporation organized and existing under the laws of the State of Florida.

WITNESSETH:

WHEREAS, Twin-Star is a wholly-owned subsidiary of Fire;

WHEREAS, Section 607.1104 of the Florida Business Corporation Act (the "FBCA") authorizes a parent corporation owning at least 80% of the shares of a subsidiary corporation to merge itself into any such subsidiary corporation;

WHEREAS, Fire and Twin-Star now desire to merge (the "Merger"), following which Twin-Star shall be the surviving corporation;

WHEREAS, the Board of Directors of Fire has approved the provisions of this Agreement and the consummation of the Merger; and

WHEREAS, the sole shareholder of Fire has approved the provisions of this Agreement and the consummation of the Merger.

NOW, THEREFORE, in consideration of the foregoing and of the agreements, covenants and provisions hereinafter contained, and intending to be legally bound, Fire and Twin-Star hereby agree as follows:

1. MERGER. Subject to the terms and conditions of this Agreement, at the Effective Time as defined in paragraph 6 of this Agreement, Fire shall be merged with and into

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Twin-Star in accordance with Section 607.1104 of the FBCA and any other applicable provisions of law. The separate corporate existence of Fire shall thereupon cease and Twin-Star shall be the surviving corporation.

2. EFFECT OF MERGER. Upon the Effective Time, Fire and Twin-Star shall become a single Florida corporation, the separate existence of Fire shall cease, and in accordance with Section 607.1101 of the FBCA all of the rights, privileges and powers of each of Twin-Star and Fire, and all property, real, personal and mixed, and all debts due to Twin-Star and/or Fire, as well as all other things and causes of action belonging to each of Twin-Star and Fire, shall be vested in Twin-Star as the surviving corporation, and shall thereafter be the property of Twin-Star as the surviving corporation, and the title to any real property vested by deed or otherwise, under the laws of the State of Florida, in either Twin-Star or Fire shall not revert or be in any way impaired by reason of the FBCA; but all rights of creditors and all liens upon any property of Twin-Star and/or Fire shall be preserved unimpaired, and all debts, liabilities and duties of each of Twin-Star and Fire shall thenceforth attach to Twin-Star as the surviving corporation, and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

3. ARTICLES OF INCORPORATION, BYLAWS AND DIRECTORS AND OFFICERS

(a) The articles of incorporation of Twin-Star, as in effect immediately before the Effective Time (as defined below), shall be the articles of incorporation of the surviving corporation after the Effective Time until thereafter changed or amended as provided therein or by applicable law.

(b) The bylaws of Fire, as in effect immediately before the Effective Time, shall be the bylaws of the surviving corporation until thereafter changed or amended as provided therein or by applicable law.

(c) On and after the Effective Time, the directors and officers of the surviving corporation shall be those individuals serving as the directors and officers of Fire immediately prior to the Effective Time, which individuals will serve as directors and officers of the surviving corporation, as the case may be, until the earlier of their resignation or removal or otherwise ceasing to be a director or officer of the surviving corporation, as the case may be, or until their respective successors are duly elected or appointed and qualified.

4. MANNER AND BASIS OF CONVERTING SHARES. As a result of the Merger, (i) each share of Fire common stock issued and outstanding immediately prior to the Effective Time shall be converted into one validly issued, fully paid and nonassessable share of Twin-Star common stock and (ii) each share of Twin-Star common stock issued and outstanding immediately prior to the Effective Time shall be cancelled.

5. EXPENSES OF THE MERGER. Twin-Star, as the surviving corporation, shall pay all expenses of carrying this Agreement into effect and accomplishing the Merger herein provided for.

6. EFFECTIVE TIME. Fire shall file articles of merger substantially in the form of Exhibit I hereto (the "Articles of Merger") with the Department of State of the State of Florida and make all other filings or recordings required by Florida law in connection with the Merger. The Merger shall become effective on such date and such time (the "Effective Time") as is specified in the Articles of Merger.

7. DESCRIPTIVE HEADINGS. The descriptive headings of the several articles and paragraphs of this Agreement are inserted for convenience only and shall not control or affect the meaning or construction of any of the provisions hereof.

8. GOVERNING LAW. This Agreement shall be construed in accordance with and governed by the laws of the State of Florida, without giving effect to principles of conflict of laws of Florida or any other jurisdiction.

9. COUNTERPARTS. This Agreement may be signed in any number of counterparts, each of which shall be an original, with the same effects as if the signatures thereto and hereto were upon the same instrument. This Agreement shall become effective when each party hereto shall have received the counterpart hereof signed by the other party hereto.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be
duly executed by their respective authorized representatives as of the day and year first-above
written.

FIRE ACQUISITION CORP.

By: 
Name: Troy D. Templeton
Title: President

TWIN-STAR INTERNATIONAL, INC.

By: 
Name: Michael D. Hume
Title: President