

P97000019451

ACPAC TRADE, INC.

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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*****35.00 *****35.00

August 15, 2001

Division of Corporation
PO Box 6327
Tallahassee, FL 32314

300004540473--5
-08/17/01--01058--017
*****35.00 *****35.00

Re: Merger into Hearty-Tiantam Industries Corporation

Dear Sir or Madam:

The corporation I have owned, ACPAC Trade, Inc., is going to be merged into Hearty-Tiantam Industries Corporation because we have duplicate types of business, and have cooperated over the past two years. It is apparent that there is no need to have two corporations for our combined businesses.

It is a simple and friendly merger where ACPAC will transfer everything to Hearty-Tiantam. After the merger, I will become a shareholder of Hearty Tiantam Industries Corporation. The transfer of shares will take place on a later date. Two of the current shareholders of the Surviving corporation will leave.

Enclosed please find the \$35.00 checks issued by both the surviving and merging corporation, articles of merger and plan of merger.

Thank you very much for your attention to this matter.

Sincerely,
ACPAC Trade, Inc.

David Lee
President
Enclosure

Merger

V. SHEPARD AUG 27 2001

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

ACPAC TRADE, INC., a Florida corporation, P99000036748

INTO

HEARTY-TIANTAM INDUSTRIES CORPORATION, a Florida entity,
P97000019451.

File date: August 17, 2001

Corporate Specialist: Velma Shepard

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, F.S.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
Hearty-Tiantam Industries Corporation	Florida

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Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
ACPAC Trade, Inc.	Florida

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 / / (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

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 August 14, 2001.

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 August 13, 2001.

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)

PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
Hearty-Tiantam Industries Corporation	Florida

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
ACPAC Trade, Inc.	Florida
_____	_____
_____	_____
_____	_____
_____	_____

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

1. The shares from the sole shareholder of ACPAC shall be transferred to the shareholders of the surviving corporation and equally distributed to the shareholders. The existence of the merging company will cease;
2. The surviving corp. shall assume all profit and liabilities of the merging corporation, and any claim or action pending by or against the merging corporation;
3. The merger shall become effective on the date the division of corporation accepts the filing;

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation 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 or any other corporation or, in whole or in part, into cash or other property are as follows:

1. The merging corporation does not own any real property, and its assets are in cash, account receivable, office equipments, and value in ongoing business in Florida and New Hampshire;
2. The shareholders of both companies have agreed on converting into cash for the above assets in exchange of the shares and assets of the merging corporation. No independent appraiser is involved in the evaluation and conversion process.
(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached as an exhibit:

There is no need to amend the Article of Incorporation of the surviving corporation as result of the merger.

OR

Restated articles are attached:

Other provisions relating to the merger are as follows: