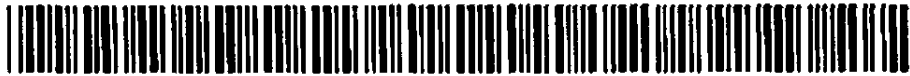


**P97000046244**

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

(((H11000140552 3)))



H110001405523ABCT

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

FILED  
11 MAY 26 PM 2:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

To: Division of Corporations  
Fax Number : (850) 617-6380

From: Account Name : CORPDIRECT AGENTS, INC.  
Account Number : 110450000714  
Phone : (850) 222-1173  
Fax Number : (850) 224-1640

01495.148738

RECEIVED  
11 MAY 26 AM 8:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\*

Email Address: \_\_\_\_\_

**MERGER OR SHARE EXCHANGE**  
**ALL PRO WEIGHTS, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

C.COULLIETTE

MAY 26 2011

Electronic Filing Menu

Corporate Filing Menu

EXAMINER

Help

H11000140552 3

## 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, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>All Pro Weights, Inc.</u>	<u>New Jersey</u>	<u>0400409518</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>All Pro Exercise Products, Inc.</u>	<u>Florida</u>	<u>P97000046244</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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 after merger file date.)

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 May 23, 2011.

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 May 23, 2011.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on \_\_\_\_\_ and shareholder approval was not required.


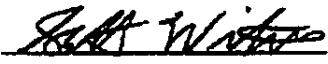
(Attach additional sheets if necessary)

H11000140552 3

FILED  
 11 MAY 26 PM 2:16  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

H11000140552 3

**Seventh: SIGNATURES FOR EACH CORPORATION**

<u>Name of Corporation</u>	<u>Signature of an Officer or Director</u>	<u>Typed or Printed Name of Individual &amp; Title</u>
<u>All Pro Weights, Inc.</u>	<u></u>	<u>Scott Winston, President</u>
<u>All Pro Exercise</u>	<u></u>	<u>Scott Winston, President</u>
<u>Products, Inc.</u>	<u></u>	<u></u>
<u></u>	<u></u>	<u></u>
<u></u>	<u></u>	<u></u>
<u></u>	<u></u>	<u></u>
<u></u>	<u></u>	<u></u>
<u></u>	<u></u>	<u></u>
<u></u>	<u></u>	<u></u>
<u></u>	<u></u>	<u></u>
<u></u>	<u></u>	<u></u>

H11000140552 3

H11000140552 3

### **PLAN OF MERGER**

This PLAN OF MERGER (the "Plan of Merger") is hereby approved as of May 23, 2011 by All Pro Exercise Products, Inc., a Florida corporation ("AP Exercise") and by All Pro Weights, Inc., a New Jersey corporation ("AP Weights").

1. AP Exercise shall, pursuant to the provisions of the Business Corporation Act of the State of New Jersey, as amended (the "Act"), be merged (the "Merger") with and into AP Weights, which shall be the surviving corporation upon the effective date of the Merger (hereinafter, the merged entity shall sometimes be referred to as the "Surviving Corporation"), and which shall continue to exist as the Surviving Corporation pursuant to the provisions of the Act. The separate existence of AP Exercise shall cease upon the effective date of the Merger in accordance with the Act. Upon the effectiveness of the Merger, the Surviving Corporation shall assume all of the assets, liabilities, obligations, rights and privileges of AP Exercise including, but not limited to, all intellectual property, trade receivables and inventory.

2. Upon the effectiveness of the Merger, the articles of incorporation of AP Weights shall become the articles of incorporation of the Surviving Corporation, provided, however, that upon the effectiveness of the merger, in accordance with Section 14A:10-1(2)(b) of the New Jersey Business Corporation Act, Article FIRST of the articles of incorporation of the Surviving Corporation shall be deleted and replaced, in its entirety, with the following:

"FIRST: The name of the corporation is All Pro Exercise Products, Inc."

3. Upon the effectiveness of the Merger, the by-laws of AP Weights shall become the by-laws of the Surviving Corporation and will continue in full force and effect until changed, altered or amended as therein provided and in a manner prescribed by the Act.

4. The board of directors, officers and the shareholders of AP Weights at the time of the Merger shall be the board of directors, officers and shareholders of the Surviving Corporation following the Merger.

5. Each issued and outstanding share of AP Exercise's common stock shall, upon the effectiveness of the Merger, be automatically cancelled.

6. The Merger shall be authorized by the board of directors of AP Weights in the manner prescribed by the Act, and shall be submitted to the shareholders of AP Weights for their approval or rejection in the manner prescribed by the Act. The Merger shall be authorized by the sole director and sole shareholder of AP Exercise in the manner prescribed by the Florida Business Corporation Act, as applicable.

7. In the event that the Merger shall have been duly authorized and approved by AP Weights and AP Exercise, then the Surviving Corporation hereby stipulates that it will cause to be executed and filed any document or documents prescribed by the Act, and that it will cause to be performed all necessary acts therein and elsewhere to effectuate the Merger.

H11000140552 3

H11000140552 3

8. The board of directors and the proper officers of AP Weights and AP Exercise, respectively, are hereby authorized, empowered, and directed to do any and all acts to make, execute, deliver, file and/or record any and all instruments, papers and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the Merger herein provided for.

This Plan of Merger has been duly approved and adopted by the board of directors of each constituent corporation.

All Pro Weights, Inc.

All Pro Exercise Products, Inc.

By:   
Scott Winston, Director

By:   
Scott Winston, Sole Director

By:   
Donna Winston, Director

H11000140552 3