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TALLAHASSEE, FLORIDA

JS 4/11/05
Merger



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Agena, PLC

Cindy J. Glaser, Paralegal
Direct: 480-444-3500
Email: cglaser@phoenixlawgroup.com

March 31, 2005

Florida Dept of State
Division of Corporations
409 E. Gaines
Tallahassee, FL 32399

RE: Articles of Merger

To Whom It May Concern:

Enclosed for filing are Articles of Merger of Infiniti Products, Inc., a Florida corporation with and into LaPolla Industries, Inc., an Arizona corporation, along with the filing fee of \$70.00.

If there are any questions or any additional information is needed regarding this filing please contact me directly. Thank you.

Sincerely,

A handwritten signature in cursive script that reads "Cindy J. Glaser".

Cindy J. Glaser

Enclosures

/cjb

ARTICLES OF MERGER
OF
INFINITI PRODUCTS, INC., a Florida corporation
WITH AND INTO
LAPOLLA INDUSTRIES, INC., an Arizona corporation

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Sections 10-1101, *et. seq.* of the Arizona Revised Statutes, as amended, and Sections 607.1101, *et. seq.* of the Florida Revised Statutes, LaPolla Industries, Inc, an Arizona corporation, hereby submits the following articles of merger (the "**Articles of Merger**"), whereby Infiniti Products, Inc., a Florida corporation, will merge with and into LaPolla Industries, Inc., an Arizona corporation (the "**Merger**").

1. Parties to the Merger. The names and places of incorporation of the parties to the merger pursuant to the Articles of Merger are as follows:

(a) LaPolla Industries, Inc., an Arizona corporation ("**LaPolla**"), with its principal place of business located at 1801 W. 4th Street, Tempe, Arizona; and

(b) Infiniti Products, Inc. ("**Infiniti**") with its principal place of business located at 720 South Military Trail, Deerfield Beach, Florida.

2. Name and Address of the Surviving Entity. LaPolla shall be the surviving business entity of the Merger. Its address is 1801 W. 4th Street, Tempe, Arizona.

3. Plan of Merger. The Agreement and Plan of Merger between Infiniti and LaPolla (the "**Plan**") is attached hereto as Exhibit A.

4. Shareholder Approval.

(a) LaPolla. The board of directors and shareholder of LaPolla adopted the Plan by unanimous written consent action on March 29, 2005. The number of shares of the common stock of LaPolla issued and outstanding at the time of such adoption and entitled to vote thereon was 9,516. All 9,516 outstanding shares of common stock voted in favor of the Merger. The number of shares of common stock cast for the Merger was sufficient for approval by that voting group.

(b) Infiniti. The board of directors and shareholder of Infiniti adopted the Plan by unanimous written consent action on March 29, 2005. The number of shares of the common stock of Infiniti issued and outstanding at the time of such adoption and entitled to vote thereon was 1,000. All 1,000 outstanding shares of common stock voted in favor of the Merger. The number of shares of common stock cast for the Merger was sufficient for approval by that voting group.

5. Statutory Agent for Service of Process in Arizona. The name and address of the statutory agent of LaPolla are Capital Corp. and Living Trust, 7110 E. McDonald Drive, Suite B-2, Scottsdale, Arizona 85253.


process in a proceeding to enforce any obligation or the rights of dissenting shareholders of Infiniti.

7. Dissenter's Rights. Pursuant to F.R.S. 607.1109(1)(g), LaPolla hereby agrees to promptly pay to the dissenting shareholders of Infiniti the amount, if any, to which they are entitled under F.R.S. Section 607.1302.

8. Effective Time and Date. The Merger shall become effective at 12:01 a.m. ("**Effective Time**") on the later to occur of (i) April 1, 2005, or (ii) the first business day following the date the Articles of Merger are filed with the Arizona Corporation Commission (the "**Effective Date**").

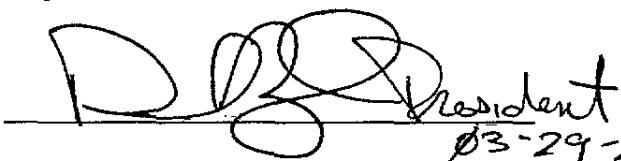
IN WITNESS WHEREOF, LaPolla Industries, Inc, and Infiniti Products, Inc. have caused these Articles of Merger to be executed by their respective duly authorized officers on this 18th day of March 29, 2005.

LAPOLLA INDUSTRIES, INC., an Arizona
corporation

 President 03-29-05

By: Douglas J. Kramer
Its: President

INFINITI PRODUCTS, INC., a Florida
corporation

 President
03-29-2005

By: David S. Ziluck
Its: President

EXHIBIT A to Articles of Merger

PLAN OF MERGER
INFINITI PRODUCTS, INC., a Florida corporation
WITH AND INTO
LAPOLLA INDUSTRIES, INC., an Arizona corporation

LaPolla Industries, Inc., an Arizona corporation ("**LaPolla**"), and Infiniti Products, Inc., a Florida corporation ("**Infiniti**"), hereby adopt the following Plan of Merger:

1. The Merger; Effective Date and Effective Time. On the terms and subject to the conditions of this Plan of Merger, and in accordance with the applicable provisions of the Arizona Revised Statutes ("**A.R.S.**") and the Florida Revised Statutes ("**F.R.S.**"), Infiniti will merge with and into LaPolla at the Effective Time (as defined below). Following the Merger, the separate existence of Infiniti will cease and LaPolla will continue as the surviving corporation (the "**Surviving Corporation**") and shall succeed to and assume all the rights and obligations of Infiniti in accordance with the A.R.S. and F.R.S.. The Merger will be effective as of the date and time specified in the Articles of Merger (the "**Effective Date**" and the "**Effective Time**", respectively).
2. Effects of Merger. The Merger will have the effects set forth under the A.R.S. and F.R.S. and as set forth in this Agreement.
3. Articles of Incorporation and Bylaws of the Surviving Corporation.
 - (a) The Articles of Incorporation of LaPolla, as amended and restated and filed with the Articles of Merger with the Arizona Corporation Commission of the State of Arizona, shall be the Articles of Incorporation of the Surviving Corporation thereafter unless and until amended in accordance with the terms of the Articles of Incorporation and as provided by law.
 - (b) The Bylaws of LaPolla, as in effect at the Effective Time, shall be the Bylaws of the Surviving Corporation thereafter unless and until amended in accordance with their terms, the terms of the Articles of Incorporation and as provided by law.
4. Directors and Officers of the Surviving Corporation. At the Effective Time, each of the directors and officers of Infiniti shall resign. The directors and officers of LaPolla immediately prior to the Effective Time will be the directors and officers of the Surviving Corporation thereafter, each to hold a directorship or office in accordance with the Articles of Incorporation and Bylaws of the Surviving Corporation until the earlier of their resignation or removal, or until their respective successors are duly elected or appointed and qualified, as the case may be.
5. Effect on Capital Stock. At the Effective Time, by virtue of the Merger and without any further action on the part of Infiniti, LaPolla, or the stockholders of such entities, each issued and outstanding share of capital stock of Infiniti will be converted into and become seven fully paid and nonassessable share of common stock of the Surviving Corporation.