

Division of Corporations

Florida Department of State

Division of Corporations

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MERGER OR SHARE EXCHANGE

DYNAMIC LIFE, INC.

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3/30/00

ARTICLES OF MERGER
Merger Sheet

MERGING:

INCREDIBLE PRODUCTS OF FLORIDA, INC., a Florida corporation, document
number P98000073577

INTO

DYNAMIC LIFE, INC., a Florida entity, P99000041084

File date: March 31, 2000

Corporate Specialist: Karen Gibson

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ARTICLES OF MERGER
of

INCREDIBLE PRODUCTS OF FLORIDA, INC., a Florida corporation
into
DYNAMIC LIFE, INC., a Florida corporation

FILED
00 MAR 31 AM 11:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


ARTICLES OF MERGER between Incredible Products of Florida, Inc., a Florida corporation ("Incredible") and Dynamic Life, Inc., a Florida corporation ("Dynamic").

Under §607.1105 of the Florida Business Corporation Act (the "Act"), Incredible and Dynamic adopt the following Articles of Merger:

1. The Plan of Merger dated March 30, 2000 ("Plan of Merger"), between Incredible and Dynamic was approved and adopted by the sole shareholder of Incredible on March 30, 2000 and was adopted by the sole shareholder of Dynamic on March 30, 2000.
2. Under the Plan of Merger, all issued and outstanding shares of Incredible's stock will be acquired by means of a merger of Incredible into Dynamic with Dynamic the surviving corporation ("Merger").
3. The Plan of Merger is attached as Exhibit "A" and incorporated by reference as if fully set forth.
4. Under §607.1105(1)(b) of the Act, the date and time of the effectiveness of the Merger shall be on the filing of these Articles of Merger with the Secretary of State of Florida.

IN WITNESS WHEREOF, the parties have set their hands on March 30, 2000.

INCREDIBLE PRODUCTS OF FLORIDA,
a Florida corporation

By: 
Jugak K. Taneja, Vice President

DYNAMIC LIFE, INC.

By: 
Elizabeth Sutton, President

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3/30/00 3:21 PM
Prepared by:
Philip M. Shasteen, Esq.
100 N. Tampa Street, Suite 1800
Tampa, FL 33602
813-225-2500
Florida Bar Number: 0194712

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Exhibit "A"**PLAN OF MERGER**

Merger between Dynamic Life, Inc., a Florida corporation (the "Surviving Corp.") and Incredible Products of Florida, Inc., a Florida corporation (the "Disappearing Corp.") (collectively the "Constituent Corporations"). This Merger is being effected under this Plan of Merger ("Plan") in accordance with §§607.1101 *et seq.*, of the Florida Business Corporation Act (the "Act").

1. **Articles of Incorporation.** The Articles of Incorporation of Surviving Corp., as in effect immediately before the Effective Date of the Merger (the "Effective Date") shall, without any changes, be the Articles of Incorporation of the Surviving Corp. from and after the Effective Date until further amended as permitted by law.
2. **Distribution to Shareholders of the Constituent Corporations.** On the Effective Date, each share of Disappearing Corp.'s common stock that shall be issued and outstanding at that time shall without more be converted into and exchanged for one share of common stock of the Surviving Corp. in accordance with this Plan. Each share of Surviving Corp.'s stock that is issued and outstanding on the Effective Date shall continue as outstanding shares of Surviving Corp.'s stock.
3. **Satisfaction of rights of Disappearing Corp. Shareholders.** All shares of Surviving Corp.'s stock into which shares of Disappearing Corp.'s stock shall have been converted and become exchangeable for under this Plan shall be deemed to have been paid in full satisfaction of such converted shares.
4. **Effect of Merger.** On the Effective Date, the separate existence of Disappearing Corp. shall cease, and Surviving Corp. shall be fully vested in Disappearing Corp.'s rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in §607.1106 of the Act.
5. **Supplemental Action.** If at any time after the Effective Date Surviving Corp. shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of Surviving Corp. or Disappearing Corp., as the case may be, whether past or remaining in office, shall execute and deliver, on the request of Surviving Corp., any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in Surviving Corp., or to otherwise carry out the provisions of this Plan.
6. **Filing with the Florida Secretary of State and Effective Date.** Disappearing Corp. and Surviving Corp. shall cause their respective Presidents (or Vice Presidents) to execute Articles of Merger and on such execution this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth in such Articles and shall become an exhibit to such Articles of Merger. Thereafter, such Articles of Merger shall be delivered for filing by Surviving Corp. to the Florida Secretary of State. In accordance with §607.1105(1)(b) of the

Act, the Articles of Merger shall specify the "Effective Date," which shall be the filing date of the Articles of Merger.

7. **Amendment and Waiver.** Any of the terms or conditions of this Plan may be waived at any time by the one of the Constituent Corporations which is, or the shareholders of which are, entitled to the benefit thereof by action taken by the Board of Directors of such party, or may be amended or modified in whole or in part at any time before the vote of the shareholders of the Constituent Corporations by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as such change is in accordance with §607.1103 of the Act.

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