

# M00849

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## MERGER OR SHARE EXCHANGE

### SOLIDEAL INDUSTRIAL TIRE, INC.

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**ARTICLES OF MERGER**  
(Profit Corporations)

**EFFECTIVE DATE**  
1-1-04

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>	<u>Document Number</u> (If known/ applicable)
SOLIDEAL INDUSTRIAL TIRE, INC.	FLORIDA	M00849

**Second:** The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
UNITED SOLIDEAL COMPANY, INC.	INDIANA	198509-372
_____	_____	_____
_____	_____	_____
_____	_____	_____

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**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** 01 / 01 / 2004 (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 December 2, 2003

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 December 2, 2003

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>
SOLIDEAL INDUSTRIAL TIRE, INC.	FLORIDA

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
UNITED SOLIDEAL COMPANY, INC.	INDIANA
_____	_____
_____	_____
_____	_____
_____	_____

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

SEE PLAN OF MERGER ATTACHED HERETO

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:

SEE

*(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:

THE NAME OF THE SURVIVOR SHALL BE CHANGED TO:

SOLIDEAL TIRE, INC.

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

**PLAN OF MERGER**  
**By and Between**  
**SOLIDEAL INDUSTRIAL TIRE, INC.**  
**AND**  
**UNITED SOLIDEAL COMPANY, INC.**

1. Solideal Industrial Tire, Inc., which is a business corporation of the State of Florida and a wholly-owned subsidiary of Swan International, Inc., a Florida corporation, and United Solideal Company, Inc., a business corporation of the State of Indiana and a wholly-owned subsidiary of Swan International, Inc., do hereby merge United Solideal Company, Inc. into Solideal Industrial Tire, Inc. pursuant to the provisions of the Indiana Business Corporation Law and pursuant to the provisions of the Florida Business Corporation Act.
2. The separate existence of United Solideal Company, Inc. shall cease at the effective time and date of the merger, being January 1, 2004 at 12:01 a.m., pursuant to the provisions of the Indiana Business Corporation Law; and Solideal Industrial Tire, Inc. shall continue its existence as the surviving corporation pursuant to the provisions of the Florida Business Corporation Act.
3. The issued shares of United Solideal Company, Inc. shall not be converted in any manner, but each said share which is issued immediately prior to the effective time and date of the merger shall be surrendered and extinguished.
4. The members of the Board of Directors and each officer of Solideal Industrial Tire, Inc. are hereby authorized, empowered, and directed to do any and all acts and things, and 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 described.
5. Solideal Industrial Tire, Inc., as the surviving corporation, shall change its corporate name to "Solideal Tire, Inc." Upon the consummation of the merger herein described, the Articles of Incorporation of Solideal Industrial Tire, Inc. shall be amended to reflect the change of the corporate name to Solideal Tire, Inc., as follows:

**"Article I: The name of the corporation shall be Solideal Tire, Inc."**