

M00849

Division of Corporations

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Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE

Solideal USA Inc.

Certificate of Status	0
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**Articles of Merger
For
Florida Profit or Non-Profit Corporation**

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109 or 617.0302, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Tro Enterprises, Inc	Tennessee	Corporation
Rokk Lift Tires of West Tennessee, LLC	Tennessee	Limited Liability Company
Rokk Lift Tires of Mississippi, LLC	Mississippi	Limited Liability Company

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Solidical USA Inc. <i>M00849</i>	Florida	Corporation

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes. See attached Exhibit A.

FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

SEVENTH: If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitled under ss.608.4351-608.43595, F.S.

EIGHTH: If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

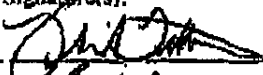

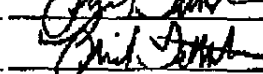

a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S.:

Street address: _____

Mailing address: _____

b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Solidus USA Inc.		Phil Tetterton
The Enterprises, Inc		Phil Tetterton
Fork Lift Tires of West Tennessee, LLC		Phil Tetterton
Fork Lift Tires of Mississippi, LLC		Phil Tetterton

Corporations:	Chairman, Vice Chairman, President or Officer <i>(If no directors selected, signature of incorporator.)</i>
General Partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

Fees: \$35.00 Per Party

Certified Copy (optional): \$8.75

Exhibit A

**PLAN OF MERGER
BY AND AMONG
SOLIDEAL USA INC.
AND
TIRE ENTERPRISES, INC.,
FORK LIFT TIRES OF MISSISSIPPI, LLC AND
FORK LIFT TIRES OF WEST TENNESSEE, LLC**

NOW, THEREFORE, in consideration of the mutual promises and on the terms and conditions set forth below, the mutuality, adequacy and sufficiency of which are hereby acknowledged, the parties do hereby agree as follows:

1. Solideal USA Inc. (the "Corporation"), which is a business corporation of the State of Florida, is the owner of all of the outstanding shares of Tire Enterprises, Inc. ("TN INC."), which is a business corporation of the State of Tennessee, and hereby merges TN INC. into the Corporation pursuant to the provisions of the laws of the State of Tennessee and pursuant to the provisions of the Florida Business Corporation Act (the "BCA").

2. The Corporation is the owner of all of the membership interests of Fork Lift Tires of Mississippi, LLC ("MS LLC"), which is a limited liability company of the State of Mississippi, and hereby merges MS LLC into the Corporation pursuant to the provisions of the laws of the State of Mississippi and pursuant to the provisions of the BCA.

3. The Corporation is the owner of all of the membership interests of Fork Lift Tires of West Tennessee, LLC ("TN LLC"), which is a limited liability company of the State of Tennessee, and hereby merges TN LLC into the Corporation pursuant to the provisions of the laws of the State of Tennessee and pursuant to the provisions of the BCA.

4. The separate existence of TN INC. shall cease at the effective time and date of the merger pursuant to the provisions of the laws of the jurisdiction of its organization; and the Corporation shall continue its existence as the surviving corporation pursuant to the provisions of the BCA.

5. The separate existence of MS LLC shall cease at the effective time and date of the merger pursuant to the provisions of the laws of the jurisdiction of its organization; and the Corporation shall continue its existence as the surviving corporation pursuant to the provisions of the BCA.

6. The separate existence of TN LLC shall cease at the effective time and date of the merger pursuant to the provisions of the laws of the jurisdiction of its organization; and the Corporation shall continue its existence as the surviving corporation pursuant to the provisions of the BCA.

7. The issued shares of TN 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.

Exhibit A

8. The membership interests of MS LLC shall not be converted in any manner, but each membership interest that exists immediately prior to the effective time and date of the merger shall be canceled.

9. The membership interests of TN LLC shall not be converted in any manner, but each said membership interest that exists immediately prior to the effective time and date of the merger shall be canceled.

10. The Board of Directors and the officers of the Corporation 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 mergers set forth herein.

IN WITNESS WHEREOF, this Plan of Merger, having first been duly approved by the Board of Directors of the Corporation, the sole Shareholder and the Board of Directors of TN INC., the sole Member and the Board of Governors of TN LLC, and the sole Member and the Board of Governors of MS LLC, is hereby executed on this 29 day of March, 2007.

SOLIDEAL USA INC.

By: [Signature]
Name: P.J. Tetterton
Title: CEO

TIRE ENTERPRISES, INC.

By: [Signature]
Name: P.J. Tetterton
Title: CEO

FORK LIFT TIRES OF WEST TENNESSEE, LLC

By: [Signature]
Name: P.J. Tetterton
Title: CEO

FORK LIFT TIRES OF MISSISSIPPI, LLC

By: [Signature]
Name: P.J. Tetterton
Title: CEO

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