

# M00849

Florida Department of State  
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## MERGER OR SHARE EXCHANGE

SOLIDEAL USA INC.

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*Merger @ 10.17.07*

**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><br>(If known/ applicable) |
|-------------------|---------------------|--|
| SOLIDEAL USA INC. | Florida             | M00849   |

Second: The name and jurisdiction of each merging corporation:

| <u>Name</u>      | <u>Jurisdiction</u> | <u>Document Number</u><br>(If known/ applicable) |
|------------------|---------------------|--|
| TRACY TIRE CORP. | Texas               |  |
| _____            | _____               | _____  |
| _____            | _____               | _____  |
| _____            | _____               | _____  |
| _____            | _____               | _____  |

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 September 28, 2007

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 September 28, 2007

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)*

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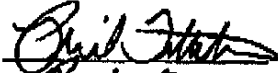
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

SOLIDEAL USA INC



Phil Tetterton CFO

TRACT TIRE, INC.



Phil Tetterton Secretary

\_\_\_\_\_  
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**AGREEMENT AND PLAN OF MERGER  
OF  
TRACT TIRE CORP.  
(a Texas corporation)  
AND  
SOLIDEAL USA INC.  
(a Florida corporation)**

AGREEMENT AND PLAN OF MERGER, effective as of September 28, 2007, by and between Tract Tire Corp. a business corporation of the State of Texas ("TRACT"), and Solideal USA Inc., a business corporation of the State of Florida ("SOLIDEAL").

WHEREAS, TRACT is a business corporation of the State of Texas; and

WHEREAS, SOLIDEAL is a business corporation of the State of Florida;

WHEREAS, TRACT and SOLIDEAL are wholly owned subsidiaries of Swan International, Inc., a Florida corporation; and

WHEREAS, TRACT and SOLIDEAL, acting through their respective Boards of Directors, deem it advisable and to the advantage, welfare, and best interests of said corporations and their respective shareholder to merge TRACT with and into SOLIDEAL pursuant to the applicable provisions of the Texas Business Corporation Act (the "Texas Act") and the Florida Business Corporation Act (the "Florida Act") upon the terms and conditions hereinafter set forth.

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, this Agreement and Plan of Merger (the "Agreement and Plan of Merger") and the terms and conditions hereof and the merger contemplated hereby are agreed to as follows:

1. TRACT and SOLIDEAL shall, pursuant to the provisions of the Texas Act and the provisions of the Florida Act, be merged with and into a single corporation, to wit, SOLIDEAL (the "Merger"), which shall be the surviving corporation from and after the effective time of the Merger, and which is sometimes hereinafter referred to as the "Surviving Corporation," and which shall continue to exist as the Surviving Corporation under its present name pursuant to the provisions of the Florida Act. The separate existence of TRACT, which is sometimes hereinafter referred to as the "Terminating Corporation," shall cease at the said effective time of the Merger in accordance with the provisions of said laws.

2. The Articles of Incorporation of the Surviving Corporation at the effective time of the Merger shall continue to be the Articles of Incorporation of the Surviving Corporation, and said Articles of Incorporation shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the Florida Act.

3. The Bylaws of the Surviving Corporation at the effective time of the Merger shall continue to be the Bylaws of the Surviving Corporation, and said Bylaws shall

continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the Florida Act.

4. The directors and officers of the Surviving Corporation at the effective time of the Merger shall be the members of the Board of Directors and the officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Bylaws of the Surviving Corporation.

5. Each issued share of the Terminating Corporation shall be canceled without any consideration being provided therefor. The issued shares of the Surviving Corporation shall not be converted or exchanged in any manner, but each said share which is issued as of the effective time of the Merger shall continue to represent one issued share of the Surviving Corporation.

6. The Agreement and Plan of Merger herein made and approved shall be submitted to the sole shareholder of the Terminating Corporation for its approval or rejection in the manner prescribed by the provisions of the Texas Act and to the sole shareholder of the Surviving Corporation in the manner prescribed by the provisions of the Florida Act.

7. In the event that the Agreement and Plan of Merger shall have been approved by the sole shareholder of the Terminating Corporation and the Merger shall have been authorized by its duly adopted resolution in the manner prescribed by the provisions of the Texas Act, and in the event that the Agreement and Plan of Merger shall have been approved by the sole shareholder of the Surviving Corporation in compliance with the provisions of the Florida Act, the Terminating Corporation and the Surviving Corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Texas and of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the Merger.

8. The Surviving Corporation will be responsible for the payment of all fees and franchise taxes of the Terminating Corporation required by law and will be obligated to pay such fees and franchise taxes if the same are not timely paid.

9. The Merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.


10. The Boards of Directors and the proper officers of the undersigned Corporations are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and 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 Agreement and Plan of Merger or of the Merger.

*(The remainder of this page has been intentionally left blank. The signature page follows.)*

IN WITNESS WHEREOF, this Agreement and Plan of Merger is hereby signed by an authorized officer on behalf of the undersigned constituent corporations.


**TRACT TIRE CORP.**

September 28, 2007

By:   
Name: Phil Tetterton  
Title: Secretary

**SOLIDEAL USA INC.**

September 28, 2007

By:   
Name: Phil Tetterton  
Title: CEO