

MO0849

Florida Department of State
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TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE

SOLIDEAL USA INC.

Certificate of Status	0
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S. HAWKES
MAR 10 2009
EXAMINER

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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.

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First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Soliden USA 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)
Worldwide Wheel, LLC	Tennessee	
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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 _____

The Plan of Merger was adopted by the board of directors of the surviving corporation on February 28, 2009 and shareholder approval was not required. The surviving corporation is the sole member of the merging corporation.

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 _____

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

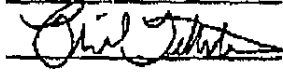
Typed or Printed Name of Individual & Title

Worldwide Wheel, LLC



Phil Tetterton / Secretary

Solidal USA Inc.



Phil Tetterton / Secretary

**PLAN OF MERGER
OF
WORLDWIDE WHEEL, LLC
(a Tennessee limited liability company)
AND
SOLIDEAL USA INC.
(a Florida corporation)**

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PLAN OF MERGER, effective as of February 28, 2009, by and between Worldwide Wheel, LLC, a limited liability company of the State of Tennessee ("Worldwide Wheel"), and Solideal USA Inc., a business corporation of the State of Florida ("Solideal USA").

WHEREAS, Worldwide Wheel is a limited liability company of the State of Tennessee and a wholly owned subsidiary of Solideal USA; and

WHEREAS, Solideal USA is a business corporation of the State of Florida; and

WHEREAS, Solideal USA, acting through its Board of Directors, deems it advisable and to the advantage, welfare, and best interests of Worldwide Wheel and Solideal USA to merge Worldwide Wheel with and into Solideal USA pursuant to the applicable provisions of the Tennessee Limited Liability Company Act (the "Tennessee 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 Plan of Merger and the terms and conditions hereof and the merger contemplated hereby are agreed to as follows:

1. Worldwide Wheel and Solideal USA shall, pursuant to the provisions of the Tennessee Act and the provisions of the Florida Act, be merged with and into a single corporation, to wit, Solideal USA (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 Worldwide Wheel, which is sometimes hereinafter referred to as the "Terminating Company," shall cease at the said effective time of the Merger in accordance with the provisions of said laws.

2. The Charter of the Surviving Corporation at the effective time of the Merger shall continue to be the Charter of the Surviving Corporation, and said Charter shall continue in full force and effect until amended and changed 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 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.

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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 membership interest of the Terminating Company 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. In the event that this Plan of Merger shall have been fully approved and adopted on behalf of the Terminating Company in accordance with the provisions of the Tennessee Act and upon behalf of the Surviving Corporation in accordance with the provisions of the Florida Act, the said corporations agree that they will cause to be executed and filed and recorded any document or documents prescribed by the laws of the Tennessee Act and by the laws of the Florida Act, and that they will cause to be performed all necessary acts within the State of Tennessee and the State of Florida and elsewhere to effectuate the Merger herein provided for.

7. The Board of Directors and the proper officers of the Surviving Corporation 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 Plan of Merger or of the Merger.

[signatures follow]


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

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WORLDWIDE WHEEL, LLC

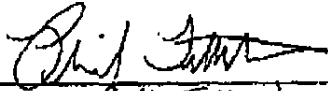
By: SOLIDEAL USA INC.,
sole member

February 28, 2009

By: 
Name: Phil Tetterton
Title: Secretary

SOLIDEAL USA INC.

February 28, 2009

By: 
Name: Phil Tetterton
Title: Secretary