

MO0849

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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To: Division of Corporations
Fax Number : (850) 517-6380

From: Account Name : C/T CORPORATION SYSTEM
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RE-SUBMIT
Please attach original filing
date of submission 7/19

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: _____

MERGER OR SHARE EXCHANGE
SOLIDEAL USA INC.

Certificate of Status	0
Certified Copy	0
Page Count	08
Estimated Charge	\$70.00

FILED
10 JUL 19 PM 1:24
TALLAHASSEE, FLORIDA
STATE

Morgan
7/22/10

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: SOLIDEAL USA INC.
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Shawn Fleming, Corporate Paralegal
Contact Person

Buchanan Ingersoll & Rooney PC
Firm/Company

301 Grant Street, 20th Floor
Address

Pittsburgh, PA 15219
City/State and Zip Code

Phil.Tetterton@solidealusa.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Shawn Fleming At (412) 562-1588
Name of Contact Person Area Code & Daytime Telephone Number

Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314



July 20, 2010

FLORIDA DEPARTMENT OF STATE
Division of Corporations

SOLIDEAL USA INC.
P.O. BOX 410888
CHARLOTTE, NC 28241-0888US

SUBJECT: SOLIDEAL USA INC.
REF: M00849

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The merger submitted was prepared in compliance with section 607.1109 Florida Statutes which provides for mergers between domestic corporations and other business entities as defined in section 607.1108, Florida Statutes. Pursuant to section 607.1108(7), Florida Statutes, any merger consisting solely of the merger of one or more domestic corporations with or into one or more foreign corporations shall be consummated solely in accordance with section 607.1107, Florida Statutes. Section 607.1107, Florida Statutes then refers you to section 607.1105, Florida Statutes.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6916.

Carol Mustain
Regulatory Specialist II

FAX Aud. #: H10000164550
Letter Number: 410A00017514

RECEIVED
2010 JUL 21 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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> (If known/ applicable)
<u>SOLIDEAL USA INC.</u>	<u>FLORIDA</u>	<u>M00849</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>SPW INDUSTRIES, INC.</u>	<u>GEORGIA</u>	<u>N/A</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

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 July 15, 2010 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 July 15, 2010

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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10 JUL 19 PM 1:24
TALLAHASSEE FLORIDA

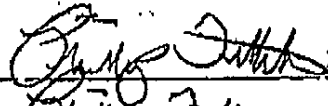
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

SPW Industries, Inc.



Phillip Tetterton, Secretary & Treasurer

Solideal USA Inc.



Phillip Tetterton, CFO

**PLAN OF MERGER
OF
SPW INDUSTRIES, INC.
(a Georgia corporation)
AND
SOLIDEAL USA INC.
(a Florida corporation)**

PLAN OF MERGER, effective as of July 12, 2010, by and between SPW Industries, Inc., a corporation of the State of Georgia ("SPW"), and Solideal USA Inc., a business corporation of the State of Florida ("Solideal USA").

WHEREAS, SPW is a corporation of the State of Georgia and a wholly owned subsidiary of Solideal USA;

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 SPW and Solideal USA to merge SPW with and into Solideal USA pursuant to the applicable provisions of the Georgia Business Corporation Code (the "Georgia Code") 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. SPW and Solideal USA shall, pursuant to the provisions of the Georgia Code 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 SPW, 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 Articles of Incorporation of Solideal USA 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 amended and changed in the manner prescribed by the provisions of the Florida Act.

3. The Bylaws of Solideal USA 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.

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 stock of the Terminating Company shall be canceled without any consideration being provided therefor. The issued shares of Solideal USA 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 Georgia Code 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 Georgia Code and by the laws of the Florida Act, and that they will cause to be performed all necessary acts within the State of Georgia 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.

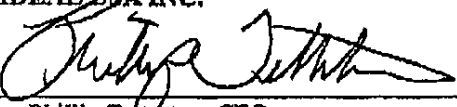
SPW INDUSTRIES, INC.

By: SOLIDEAL USA INC.,
sole shareholder

July 15, 2010

By: 
Phillip Tetterton, Secretary and Treasurer

SOLIDEAL USA INC.

By: 
Name: Phillip Tetterton, CFO

July 15, 2010