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Trey Grayson
Secretary of State
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ARTICLES OF MERGER
OF
HARPER INDUSTRIES, INC

To the Secretary of State of the State of Kentucky:

Pursuant to the provisions of Section 271B.11-070 of the Kentucky Business Corporation Act, the undersigned domestic corporation adopts the following articles of merger for the purpose of merging with and into Harper Industries of Tennessee, Inc. a Tennessee corporation:

1. The names of the constituent entities are: Harper Industries, Inc. a Kentucky corporation ("HII"); and Harper Industries of Tennessee, Inc., a Tennessee corporation ("HIT").
2. HIT shall be the surviving constituent entity, and the name of HIT shall be changed to Harper Industries, Inc.
3. The Plan of Merger, a copy of which is attached hereto as Exhibit A, was approved by the board of directors and shareholders of HII, as required by Section 271B.11-030 of the Kentucky Business Corporation Act, and by the board of directors and shareholders of HIT as required by Section 48-21-109 of the Tennessee Business Corporation Act.
4. On October 1, 2007, the date that the approval of the shareholders of HII was obtained, the total number of outstanding shares of common stock of HII was eight hundred and one thousandth (800.001) shares, all of which were voted in favor of the merger.
5. The effective date of the merger shall be October 1, 2007.

HARPER INDUSTRIES, INC.

By: _____


Billy Harper, President

Exhibit A

**PLAN OF MERGER OF
HARPER INDUSTRIES, INC. INTO
HARPER INDUSTRIES OF TENNESSEE, INC.**

This Plan of Merger is prepared and submitted pursuant to the provisions of Section 271B.11-070 of the Kentucky Business Corporation Act, and Section 48-21-109 of the Tennessee Business Corporations Act.

1. The names of the constituent business entities are Harper Industries, Inc. ("HII"), a Kentucky corporation, and Harper Industries of Tennessee, Inc. ("HIT"), a Tennessee corporation.

2. HIT shall be the surviving entity (the "Surviving Entity"), into which HII shall merge, and the name of the Surviving Entity shall be changed to Harper Industries, Inc. Therefore the Surviving Entity shall be known after the merger as "Harper Industries, Inc.", and shall be a Tennessee corporation.

3. The terms and conditions of the proposed merger and the manner and basis of converting the shares of HII into shares of the Surviving Entity are as follows:

a. On the effective date of the merger, HII shall be merged into HIT, which shall be the Surviving Entity in the manner and with the effect provided by the Kentucky Business Corporation Act and the Tennessee Business Corporation Act. HIT, being the Surviving Entity, shall continue its corporate existence under the laws of the State of Tennessee, and the separate existence of HII shall cease. All property, rights, privileges, licenses and franchises of HII, as the same were held by HII prior to the merger, shall vest in HIT as of the merger, subject to all of the liabilities and obligations of HII for which HIT shall be liable, in the same manner and to the same extent as if HIT had itself incurred such liabilities and obligations.

b. On the effective date of the merger:

(i) All of the authorized, issued and outstanding shares of HIT outstanding prior to the effective date of the merger shall be cancelled.

(ii) The shares of HII outstanding immediately prior to the effective date of the merger shall be exchange on a share-for-share basis for newly issued shares of common stock of HIT.

c. Following the merger:

(i) The charter of HIT (the "Charter") shall continue unchanged as the charter of Harper Industries, Inc. , as the Surviving Entity, until amended as provided by the Tennessee Business Corporation Act and the Charter.

(ii) The bylaws of HII (the "Bylaws") shall be adopted and become the bylaws of HIT as the Surviving Entity, until amended as provided by the Tennessee Business Corporation Act, the Charter, and the Bylaws.

d. The officers and directors of HII immediately prior to the Effective Date shall serve as the officers and directors of HIT as the Surviving Entity, all of whom shall hold office until their removal or until their terms are otherwise terminated.

4. The effective date of this Plan of Merger and the date upon which the merger contemplated by this Plan of Merger shall become effective shall be October 1, 2007 (the "Effective Date").

HARPER INDUSTRIES, INC.

(a Kentucky corporation)

By: 

Billy Harper, President

HARPER INDUSTRIES OF TENNESSEE, INC.

(a Tennessee corporation)

By: 

Billy Harper, President