

628993

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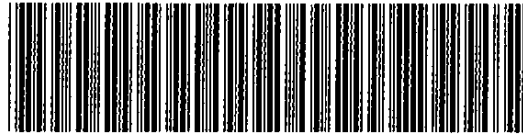
(Business Entity Name)

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01/25/08--01027--003 **8.75

FILED
08 JAN 25 PM 3:33
SECRETARY OF STATE
TALLAHASSEE FLORIDA

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: 1756 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:

RALPH D'SOUZA
(Contact Person)

1756 INC.
(Firm/Company)

13826 N.W. 22ND CT.
(Address)

SUNRISE, FL 33323
(City/State and Zip Code)

For further information concerning this matter, please call:

RALPH D'SOUZA At (954) 851-9809
(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

RAJADHANI, INC.
AND 1756, INC.

ARTICLES OF MERGER

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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08 JAN 25 PM 3:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST: The name and jurisdiction of the *surviving* corporation:

1756, Inc.
(Florida)

SECOND: The name and jurisdiction of the *merging* corporation:

Rajadhani, Inc.
(Maryland)

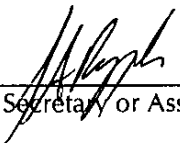
THIRD: The Plan of Merger is attached.

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

FIFTH: The Plan of Merger was adopted by the Board of Directors and the shareholders of the *surviving* corporation on or about December 21, 2007.

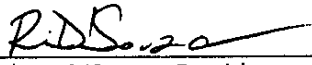
SIXTH: The Plan of Merger was adopted by the Board of Directors and the shareholders of the *merging* corporation on or about December 21, 2007.

ATTEST:

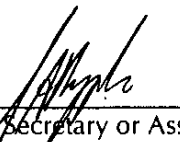


Secretary or Assistant Secretary

RAJADHANI, INC.


By:  (SEAL)
Ralph L. D'Souza, President

ATTEST:



Secretary or Assistant Secretary

1756, INC.

By:  (SEAL)
Lawrence D'Souza, President

PLAN OF MERGER
(Non-Subsidiaries)

THE FOLLOWING PLAN OF MERGER is submitted in compliance with Section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

FIRST: The name and jurisdiction of the *surviving* corporation:

1756, Inc.
(Florida)

SECOND: The name and jurisdiction of the *merging* corporation:

Rajadhani, Inc.
(Maryland)

THIRD: The terms and conditions of the merger are as follows:

The *merging* corporation and the *surviving* corporation agree that the *merging* corporation shall be merged into the *surviving* corporation. The terms and conditions of the merger and the mode of carrying the merger into effect are as herein set forth in the Articles of Merger and in accordance with Title 3 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Code") and, in respect to the *surviving* corporation, the Florida Business Corporation Act (Section 607.1105, Florida Statutes).

FOURTH: The total number of shares of stock that the *merging* corporation has authority to issue is five thousand (5,000) shares of common stock, all of one class and all of which are designated as Common Stock, with par value of One Dollar (\$1.00) per share, (the "*merging* corporation Common Stock"), of which four thousand forty (4040) shares are issued and outstanding, the aggregate par value of all shares being Four Thousand Forty Dollars (\$4,040).

(a) On the Effective Date (as hereinafter defined), by virtue of the merger and without any action on the part of the holder thereof, each share of *merging* corporation Common Stock issued and outstanding immediately prior to the Effective Date shall be converted into and become $\frac{2}{4040}$ issued and outstanding shares of *surviving* corporation Common Stock, such that the four thousand forty (4,040) shares of issued and outstanding *merging* corporation Common Stock shall be converted into and become two (2) shares of issued and outstanding *surviving* corporation Common Stock. That is, each of the two stockholders of the *merging* corporation shall receive a single share of stock of the *surviving* corporation.

(b) On the Effective Date, each share of *surviving* corporation Common Stock which issued and outstanding immediately prior to the Effective Date shall be and remain one

share of *surviving* corporation Common Stock and shall not be converted or exchanged by reason of the merger.

(c) On the Effective Date, all previously issued and outstanding certificates representing shares of *merging* corporation Common Stock (the "Certificates") shall automatically and by operation of law cease to represent shares of *merging* corporation Common Stock or any interest therein, and each Certificate shall instead represent the ownership by the holder thereof of the number of shares of *surviving* corporation Common Stock as contemplated pursuant to these Articles of Merger. Each such holder of a Certificate may exchange such certificate, after the Effective Date, for a new certificate or certificates for the appropriate number of shares and bearing the name of the *surviving* corporation.

(d) No dividend, except if and to the extent permitted by the Board of Directors of the *surviving* corporation, payable by the *surviving* corporation as of any date subsequent to the Effective Date, shall be payable to any holder of a Certificate of the *merging* corporation, unless and until such certificate shall have been surrendered to the *surviving* corporation in exchange for a certificate or certificates evidencing shares of *surviving* corporation Common Stock. Upon the surrender of any such Certificate for a new certificate evidencing shares of *surviving* corporation Common Stock, there shall be paid to the holder of the certificate, without interest, the amount of dividends payable by the *surviving* corporation as of the date subsequent to the Effective Date and not theretofore paid on such shares of *surviving* corporation Common Stock.

The "Effective Date" shall be the date upon which the Articles of Merger have been properly filed in accordance with the Florida Business Corporation Act.

FIFTH: There are no amendments to the articles of incorporation of the *surviving* corporation.