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MERGER OR SHARE EXCHANGE

Open Door International, Inc.

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12/31/06

**ARTICLES OF MERGER
OF
OPEN DOOR SOCIAL SERVICES OF FLORIDA, INC. (FL)
AND
OPEN DOOR INTERNATIONAL, INC. (PA)
(Not for Profit Corporations)**

The following Articles of Merger are submitted in accordance with the Florida Not For Profit Sharing Act, pursuant to Section 617.1105, Florida Statutes.

First: Name and Jurisdiction:

The name and jurisdiction of the Surviving Corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Number</u>
Open Door International, Inc.	Pennsylvania	756611

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Second: Name and Jurisdiction:

The name and jurisdiction of the Merging Corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Open Door Social Services of Florida, Inc.	Florida	N98000005030

Third: Plan of Merger:

The Plan of Merger is attached hereto as Exhibit "A."

Fourth: Effective Date:

The merger shall become effective as of the close of business on December 31, 2006.

Fifth: Adoption Of Merger By Surviving Corporation:

There are no Members or Members entitled to vote on the Plan of Merger.

The Plan of Merger was adopted by the Board of Directors of Open Door International, Inc. on November 3, 2006. The number of Directors in office was Seven (7). The vote for the Plan was as follows: Seven (7) FOR and Zero (0) AGAINST.

Sixth: Adoption Of Merger By Merging Corporation:

There are no Members or Members entitled to vote on the Plan of Merger.

The Plan of Merger was adopted by the Board of Directors of Open Door Social Services of Florida, Inc. on November 3, 2006. The number of Directors in office was Six (6). The vote for the Plan was as follows: Six (6) FOR and Zero (0) AGAINST.

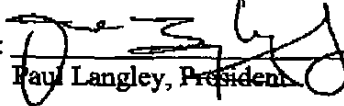
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Seventh: Signatures For Each Corporation:

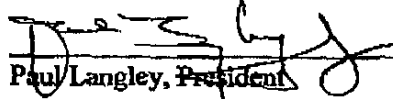
"MERGING CORPORATION"

OPEN DOOR SOCIAL SERVICES OF FLORIDA, INC.
(a Florida Not For Profit Corporation)

By: 
Paul Langley, President

"SURVIVING CORPORATION"

OPEN DOOR INTERNATIONAL, INC.
(a Pennsylvania Not For Profit Corporation)

By: 
Paul Langley, President

309170

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EXHIBIT A

PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "Plan of Merger") is made and entered into as of November 3, 2006, by and among Open Door International, Inc., a Pennsylvania not for profit corporation (the "Surviving Corporation") and Open Door Social Services of Florida, Inc., a Florida not for profit corporation (the "Merging Corporation").

1. **Survivor Name**

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

<u>Name</u>	<u>Jurisdiction</u>
Open Door International, Inc.	Pennsylvania

2. **Merging Entity Name:**

The name and jurisdiction of the **merging** (or disappearing) corporation are:

<u>Name</u>	<u>Jurisdiction</u>
Open Door Social Services of Florida, Inc.	Florida

3. **Terms and Conditions of Merger:**

On the Effective Date, as set forth below, the separate existence of the Merging Corporation shall cease, and the Merging Corporation shall be merged with and into the Surviving Corporation, which shall possess all of the rights, privileges, powers and franchises of a public as well as of a private nature, and be subject to all the restrictions, disabilities, and duties of the Merging Corporation; and all of the rights, privileges, powers and franchises of the Merging Corporation, and all its property, real, personal and mixed, and all debts due to the Merging Corporation, on whatever account, as well for all other things in action or belonging to the Merging Corporation, shall be vested in the Surviving Corporation; and all property, rights, privileges, powers and franchises and all and every other interest thereafter shall be the property of the Surviving Corporation as they were of the Merging Corporation, and the title to any real estate vested by deed or otherwise, under the laws of Florida, Pennsylvania or any other jurisdiction, in the Merging Corporation, shall not revert or be in any way impaired; but all rights of creditors and all liens upon any property of the Merging Corporation shall be preserved unimpaired, and all debts, liabilities and duties of the Merging Corporation shall thenceforth attach to the Surviving Corporation and may be enforced against the Surviving Corporation to the same extent as if said debts, liabilities and duties had been incurred or contracted by the Surviving Corporation. At any time, or from time to time, after the Effective Date, the last acting officers or directors of the Merging Corporation, or the corresponding officers or directors of the Surviving Corporation, may, in the name of the Merging Corporation, execute and deliver all such proper deeds,

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assignments, and other instruments and take, or cause to be taken, all such further or additional actions as the Surviving Corporation may deem necessary or desirable in order to vest, perfect or confirm in the Surviving Corporation title to, and possession of, all of the property, rights, privileges, powers, franchises, and immunities of the Merging Corporation, and otherwise to carry out the purposes of this Plan of Merger.

4. **Effective Date and Time:**

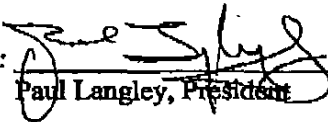
The "Effective Date" of the merger shall be the close of business on December 31, 2006.

5. **Authorization:**

Prior to its execution, this Plan of Merger has been approved by the Board of Directors of the Surviving Corporation and Merging Corporation.

"MERGING CORPORATION"

OPEN DOOR SOCIAL SERVICES OF FLORIDA, INC.
(a Florida Not For Profit Corporation)

By: 
Paul Langley, President

"SURVIVING CORPORATION"

OPEN DOOR INTERNATIONAL, INC.
(a Pennsylvania Not For Profit Corporation)

By: 
Paul Langley, President

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