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(Requestor's Name)

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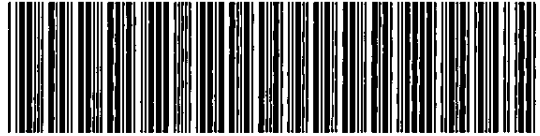
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Merger
C.COULLETTE

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EXAMINER

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OF COUNSEL

BERNARD S. PECK

J.D., Member FL & CT Bars

November 3, 2008

Secretary of State

Division of Corporations

Post Office Box 6327

Tallahassee, Florida 32314

Re: ERAI, INC., a Florida Corporation

Dear Madam:

Enclosed herewith, for filing, is the original and one copy of the Articles of Merger for the above named corporation, together with a check to your order in the sum of \$70.00 representing the filing fee.

Please process the enclosed Articles and return the stamped copy of the Articles, to the undersigned in the envelope provided.

Thank you for your attention to this matter.

Sincerely,



Daniel D. Peck

DDP:sms

Enclosures

cc: Mark A. Snider

ARTICLES OF MERGER

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105 of the Florida Statutes.

First: The name and jurisdiction of the surviving corporation is ERAI, Inc., a Florida corporation, with its principal place of business in Naples, Florida.

Second: The name and jurisdiction of the merging corporation is Electronic Resellers Association International, Inc., a Massachusetts corporation.

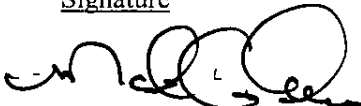
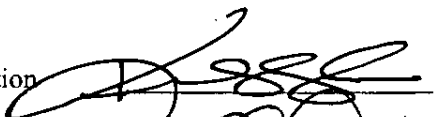


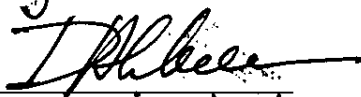

Third: The Plan of Merger is attached.

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

Fifth: Adoption of Merger by surviving corporation. The Plan of Merger was adopted by the shareholders of the surviving corporation on October 20th, 2008.

Sixth: The Plan of Merger was adopted by the board of directors of the merging corporation on October 20th, 2008 and shareholder approval was not required.

Seventh: Signatures for each corporation.

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual & Title</u>
Electronic Resellers Association International, Inc.		Mark A. Snider, Director
Electronic Resellers Association International, Inc.		Kristal W. Snider, Director
ERAI, Inc.		Mark A. Snider, Shareholder, President and Director
ERAI, Inc.		Kristal W. Snider, Shareholder Director and Vice President
ERAI, Inc.		Damir Akhoundov, Shareholder
ERAI, Inc.		Anne Leise Heinichen, Shareholder and Secretary

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TALLAHASSEE FLORIDA

PLAN OF MERGER

The following plan of merger is submitted in compliance with section 607.1101 of the Florida Statutes and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation is ERAI, Inc., a Florida corporation with its principal place of business in Naples, Florida.

Second: The name and jurisdiction of the merging corporation is Electronic Resellers Association International, Inc., a Massachusetts corporation.

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

All of the assets of Electronic Resellers Association International, Inc., are transferred to ERAI, Inc. The officers and directors of Electronic Resellers Association International, Inc. shall no longer serve and the officers and directors of ERAI, Inc., shall serve. ERAI, Inc. shall take over all business and assets of Electronic Resellers Association, International, Inc.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations or other securities of the surviving corporation and the basis of converting rights to acquire cash or shares is as follows. The shareholders of Electronic Resellers Association International, Inc. accept their stock in ERAI, Inc., as full payment for and in full satisfaction for their stock in Electronic Resellers Association International, Inc. and they shall no longer have any stock in Electronic Resellers Association International, Inc. There shall no longer be stock of the merging corporation and the stocks shares of the surviving corporation are not changed.

There are no amendments to the articles of incorporation of the surviving corporation ERAI, Inc.

UNANIMOUS WRITTEN CONSENT

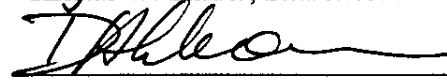
We being the only Shareholders of ERAI, Inc., hereby consent to merging Electronic Resellers Association International, Inc., into ERAI, Inc., and approve the attached Plan of Merger and Articles of Merger on this 20th day of October, 2008.



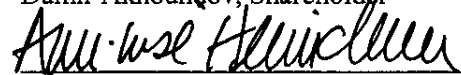
Mark A. Snider, Shareholder



Kristal W. Snider, Shareholder



Damir Akhounov, Shareholder



Anne Leise Heinichen, Shareholder

UNANIMOUS WRITTEN CONSENT

We being the only Directors of Electronic Resellers Association International, Inc., hereby consent to the merger into ERAI, Inc., and approve the attached Plan of Merger and Articles of Merger on this 20th day of October, 2008.



Mark A. Snider, Director



Kristal W. Snider, Director