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MERGER OR SHARE EXCHANGE

DLS Capital, Inc.

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ARTICLES OF MERGER
OF
DLS CAPITAL, INC., A CALIFORNIA CORPORATION
WITH AND INTO
DLS CAPITAL, INC., A FLORIDA CORPORATION

The undersigned corporations have adopted these Articles of Merger as of June 30, 2009 to be effective July 1, 2009, pursuant to the provisions of Chapter 607 of the Florida Statutes and Title 1, Division 1, Chapter 11 of the California Corporations Code.

Article 1. Plan of Merger and Effective Date. The plan of merger adopted by each of the undersigned corporations (the "Plan of Merger"), including the effective date of the merger of such corporations, is as follows:

- (a) DLS Capital, Inc., a California corporation ("DLSC California"), shall merge with and into DLS Capital, Inc., a Florida corporation ("DLSC Florida"). Pursuant to such merger (the "Merger"), DLSC Florida shall be the surviving corporation, and DLSC California, as the merging corporation, shall cease to exist.
- (b) In conjunction with the Merger, all 100,000 outstanding shares of common stock of DLSC California (the "California Shares"), constituting all of the authorized capital stock of such corporation, shall be converted into 100,000 shares of common stock of DLSC Florida (the "Florida Shares"), on a share for share basis. Such 100,000 Florida Shares constitute the entire portion of the 110,000 authorized Florida Shares that have not yet been issued.
- (c) The single outstanding stock certificate for the 100,000 California Shares held by the sole shareholder shall be cancelled and his receipt of the 100,000 Florida Shares shall be evidenced in a written consent of the sole director and sole shareholder of DLSC Florida as uncertificated shares. Such written consent shall be kept in the corporate record book of DLSC Florida. No other consideration shall be given for the conversion of the California Shares into the Florida Shares.
- (d) Upon the filing of the Articles of Merger with the Florida Department of State and the subsequent filing of a certified copy of such Florida filing with the California Secretary of State, all of the assets and liabilities of DLSC California shall thereafter be assets and liabilities of DLSC Florida as of the effective date of the Florida filing.
- (e) The Merger shall occur pursuant to this Plan of Merger, in order to enable the sole shareholder, sole director, and sole officer of both DLSC Florida and DLSC California to conduct corporate business under Florida law, because: (i) DLSC Florida, as the surviving corporation, will operate the assets formerly owned by DLSC California in Florida and will satisfy the former liabilities of DLSC California in Florida; and (ii) such sole shareholder, sole director, and sole officer has changed his domicile from California to Florida.
- (f) Articles of Merger setting forth this Plan of Merger shall be (and by the execution hereof have been) executed by DLSC California, as the merging corporation and referred to as the "disappearing corporation" in the California Corporations Code, and by DLSC Florida, as the surviving corporation; and such Articles of Merger shall be (and hereby are) submitted to the Florida Department of State for filing (the "Florida Filing").

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- (g) A copy of Florida Filing, certified by the appropriate Florida public officer as having been filed in Florida, shall be filed in the office of the California Secretary of State. There will be no amendment to the Articles of Incorporation of DLSC Florida, as the surviving corporation, with respect to the merger.
- (h) The effective date of the Merger shall be July 1, 2009.

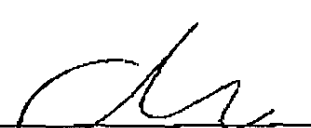
Article 2. Adoption by Sole Directors and Approval by Sole Shareholders. The Plan of Merger was adopted and approved by the sole director of DLSC Florida and the sole director of DLSC California, by written consents, dated as of June 30, 2009. The Plan of Merger has been approved by the sole shareholder of DLSC Florida and the sole shareholder of DLSC California by written consents which was a sufficient vote and action for such approval by each corporation. Such written consents by the approving sole shareholder of both DLSC Florida and DLSC California, each dated as of June 30, 2009, also has authorized the filing of these Articles of Merger. Such actions by such corporations and their sole shareholder were sufficient for the adoption and approval of the Plan of Merger and these Articles of Merger, under Chapter 607 of the Florida Statutes and Title 1, Division 1, Chapter 11 of the California Corporations Code and under the articles of incorporation and bylaws of each such corporation.

IN WITNESS WHEREOF, the undersigned corporations have executed these Articles of Merger as of the date first set forth above.

DLS Capital, Inc.
a California corporation

DLS Capital, Inc.
a Florida corporation
and the surviving corporation

By: 
David L. Salvaggio, President

By: 
David L. Salvaggio, President

By: 
David L. Salvaggio, Secretary

By: 
David L. Salvaggio, Secretary