

610068

Florida Department of State
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MERGER OR SHARE EXCHANGE

Dalmatian Corporation

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May 11, 2006

FLORIDA DEPARTMENT OF STATE
Division of Corporations

DALMATIAN FLORIDA CORPORATION
PO BOX 1707
SANFORD, FL 32772-1707US

SUBJECT: DALMATIAN FLORIDA CORPORATION
REF: 610068

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6903.

Cheryl Coulliatte
Document Specialist

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May 11th.
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ARTICLES OF MERGER
(Profit Corporations)

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

First: The name and jurisdiction of the surviving corporation:

Name	Jurisdiction	Document Number (If known/ applicable)
Dalmatian Corporation	Delaware	N/A

Second: The name and jurisdiction of each merging corporation:

Name	Jurisdiction	Document Number (If known/ applicable)
Dalmatian Florida Corporation	Florida	610668

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.

OR _____ (State a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on _____

The Plan of Merger was adopted by the board of directors of the surviving corporation on March 31, 2006 and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on _____

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on March 31, 2006 and shareholder approval was not required.

Pursuant to 607.1104(1)(a), approval of the shareholders and the boards of directors of the merging corporation was not required.

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2006 MAY 11 AM 9:22
TALLAHASSEE, FLORIDA
DEPARTMENT OF STATE

**AGREEMENT AND PLAN OF MERGER
OF
DALMATIAN FLORIDA CORPORATION
WITH AND INTO
DALMATIAN CORPORATION**

(Merger of subsidiary corporation)

The following Agreement and Plan of Merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of the Delaware General Corporation Law.

The name and jurisdiction of the parent corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Dalmatian Corporation</u>	<u>Delaware</u>

The name and jurisdiction of the subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Dalmatian Florida Corporation ("Dalmatian Florida")</u>	<u>Florida</u>

The manner and basis of converting the shares of the subsidiary into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

Surviving Corporation. Terms and Conditions of Merger. Upon the Merger (as defined below), Dalmatian Florida shall be merged with and into Dalmatian Corporation, the separate corporate existence of Dalmatian Florida shall cease, and Dalmatian Corporation shall be the surviving corporation (the "Merger"). Without limiting the generality of the foregoing, and subject thereto, upon the Merger, title to all property of Dalmatian Florida shall vest in Dalmatian Corporation and all liabilities of Dalmatian Florida shall become the liabilities of Dalmatian Corporation.

Designation of Shares. Dalmatian Corporation holds all the outstanding shares of capital stock of Dalmatian Florida.

Cancellation of Shares of Dalmatian Florida. By virtue of the Merger and without any action on the part of Dalmatian Corporation or Dalmatian Florida:

(i) The shares of capital stock of Dalmatian Florida issued and outstanding immediately before the Merger shall be canceled without consideration.

(ii) The shares of capital stock of Dalmatian Corporation issued and outstanding immediately before the Merger shall remain outstanding


IN WITNESS WHEREOF, the undersigned have duly executed this Agreement and Plan of Merger as of the 31st day of March, 2006.

DALMATIAN CORPORATION

DALMATIAN FLORIDA CORPORATION



Stefan Knechtel, President



Stefan Knechtel, President