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EFFECTIVE DATE
12-31-04

MERGER OR SHARE EXCHANGE

Stadt Holdings Corporation

Certificate of Status	0
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ARTICLES OF MERGER

OF

STADT CORPORATION

AND

STADT HOLDINGS CORPORATION

EFFECTIVE DATE
12-31-04

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic business corporation and the foreign business corporation herein named do hereby submit the following articles of merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging Stadt Corporation with and into Stadt Holdings Corporation.

2. The shareholders of Stadt Corporation entitled to vote on the aforesaid Plan of Merger approved and adopted the Plan of Merger by written consent given by them on December 27, 2004 in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

3. The merger of Stadt Corporation with and into Stadt Holdings Corporation is permitted by the laws of the jurisdiction of organization of Stadt Holdings Corporation and has been authorized in compliance with said laws. The date of approval and adoption of the Plan of Merger by the shareholders of Stadt Holdings Corporation was December 27, 2004.

4. The merger shall become effective on December 31, 2004 at 11:59 p.m.

Executed on December 27, 2004

STADT CORPORATION

By: [Signature]
Name: Jeffrey Eisenstadt
Capacity: Vice President

STADT HOLDINGS CORPORATION

By: [Signature]
Name: Jeffrey Eisenstadt
Capacity: Vice President

PLAN OF MERGER adopted on December 27, 2004 by resolution of the Board of Directors of Stadt Corporation, a business corporation organized under the laws of the State of Florida, and adopted on December 27, 2004 by resolution of the Board of Directors of Stadt Holdings Corporation, a business corporation organized under the laws of the State of New York. The names of the corporations planning to merge are Stadt Corporation, a business corporation organized under the laws of the State of Florida, and Stadt Holdings Corporation, a business corporation organized under the laws of the State of New York. The name of the surviving corporation into which Stadt Corporation plans to merge is Stadt Holdings Corporation.

1. Stadt Corporation and Stadt Holdings Corporation, shall, pursuant to the provisions of the Florida Business Corporation Act and the provisions of the laws of the jurisdiction of organization of Stadt Holdings Corporation be merged with and into a single corporation, to wit, Stadt Holdings Corporation, which shall be the surviving corporation upon the effective date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under the name Stadt Holdings Corporation pursuant to the provisions of the laws of the jurisdiction of its organization. The separate existence of Stadt Corporation, which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease at the effective time and date of the merger in accordance with the provisions of the Florida Business Corporation Act.

2. The certificate of incorporation of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization shall be the certificate of incorporation of said surviving corporation and said certificate of incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the laws of the jurisdiction of organization of the surviving corporation.

3. The bylaws of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the laws of the jurisdiction of its organization.

4. The directors and officers in office of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

5. Each issued share of the non-surviving corporation immediately prior to the effective time and date of the merger shall, at the effective time and date of the merger, be cancelled by the merger and no new shares or other securities shall be issued with respect thereto. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued at the effective time and date of the merger shall continue to represent one issued share of the surviving corporation.

6. The Plan of Merger herein made and approved shall be submitted to the shareholders of the non-surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act, and the merger of the non-surviving corporation with and into the surviving corporation shall be authorized in the manner prescribed by the laws of the jurisdiction of organization of the surviving corporation.

7. In the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the non-surviving corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, and in the event that the merger of the non-surviving corporation with and into the surviving corporation shall have been duly authorized in compliance with the laws of the jurisdiction of organization of the surviving corporation, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida and of the State of New York, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the non-surviving corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.