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**Certificate of Merger
For
Florida Limited Liability Company**

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 608.4382, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
China Product Source, LLC	Connecticut	LLC
China Product Source, LLC	Florida	LLC

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
China Product Source, LLC	Florida	LLC

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

January 31, 2007

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows: N/A

SEVENTH: If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitled under ss.608.4351-608.43595, F.S. N/A

EIGHTH: If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity: N/A

a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: _____

Mailing address: _____

b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
China Product Source, LLC		Bryan D. Marsh
China Product Source, LLC		Bryan D. Marsh

Corporations:	Chairman, Vice Chairman, President or Officer <i>(If no directors selected, signature of incorporator.)</i>
General partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

<u>Fees:</u> For each Limited Liability Company:	\$25.00
For each Corporation:	\$35.00
For each Limited Partnership:	\$52.50
For each General Partnership:	\$25.00
For each Other Business Entity:	\$25.00

<u>Certified Copy (optional):</u>	\$30.00
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PLAN OF MERGER

ARTICLE I

PARTIES AND EFFECTIVE DATE

A. Parties. Upon the Effective Date, hereinafter defined, China Product Source, LLC, a Connecticut limited liability ("CPS-CT"), shall be merged with and into China Product Source, LLC, a Florida limited liability company ("CPS-FL") in accordance with the applicable statutes of the State of Connecticut and the State of Florida and upon the terms and provisions of this Plan of Merger. CPS-CT and CPS-FL shall sometimes be referred to herein as the "Constituent Companies." CPS-FL shall be the surviving company and shall sometimes be referred to herein as the "Surviving Entity." Upon the Effective Date, the Surviving Entity's name shall continue to be China Product Source, LLC.

B. Effective Date. The Constituent Companies shall cause to be executed and filed in the office of the Secretary of the State of Florida a Certificate of Merger pursuant to Sections 608.401 through 608-703 of the Florida Limited Liability Company Act and in the office of the Secretary of the State of the State of Connecticut Articles of Merger pursuant to Sections 34-100 through 34-242 of the Connecticut Limited Liability Company Act. The Effective Date of the statutory merger described herein shall be 11:59 p.m., January 31, 2007. The Constituent Companies shall do all such acts and things as shall be necessary and desirable in order to effectuate the merger.

ARTICLE II

EFFECT OF MERGER

The effect of the merger shall be as set forth in Sections 608.4383 of the Florida Limited Liability Company Act and Section 34-197 of the Connecticut Limited Liability Company Act. Without limiting the foregoing, upon the merger becoming effective, the separate existence of CPS-CT shall cease and CPS-FL shall be merged into the Surviving Entity. CPS-CT shall assume all of the obligations of CPS-CT. The Surviving Entity shall have all liabilities of each party to the merger.

ARTICLE III

ARTICLES OF ORGANIZATION, OPERATIONG AGREEMENT

A. Articles of Organization. The Articles of Organization CPS-FL in effect immediately prior to the Effective Date shall remain unchanged and shall continue to be the Articles of Organization of the Surviving Entity until such time as they may be amended in accordance with law.

B. Operating Agreement. The Operating Agreement of CPS-FL in effect immediately prior to the Effective Date shall continue to be the Operating Agreement of the Surviving Entity, until such time as it may be amended in accordance with law.

C. Florida Limited Liability Company. The Surviving Entity shall be governed by the laws of the State of Florida.

ARTICLE IV

INTERESTS. CONVERSION OF INTERESTS

A. Upon the merger becoming effective, the membership interests in CPS-CT shall cease to exist and be cancelled, and the membership interests of the sole member of the Surviving Entity shall remain outstanding and unchanged.

B. No additional interests of the Surviving Entity and no interests of any other company, no cash, and no other property of any nature will be issued or exchanged as a result of the merger.

ARTICLE V

ABANDONMENT

Notwithstanding the approval of this Plan of Merger by the members of either or both of the Constituent Companies, provided that neither of the Certificate of Merger or the Articles of Merger referred to in Article I, Section B hereof have yet been filed, this Plan of Merger may be terminated and abandoned at any time by the action of the member of either of the Constituent Companies without further member action by either of the Constituent Companies. In the event of termination and abandonment as so provided, written notice shall forthwith be given to each of the Constituent Companies and placed in the records of the meetings of the member of each Constituent Company.

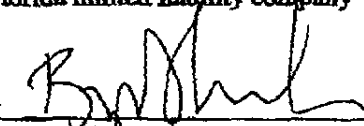
IN WITNESS WHEREOF, each of the Constituent Companies has caused this Plan of Merger to be executed on its behalf by its duly authorized member on the date first set forth above.

CHINA PRODUCT SOURCE, LLC
a Connecticut limited liability company

By: 
Name: Bryan D. Marsh
Title: Its Member

CHINA PRODUCT SOURCE, LLC
a Florida limited liability company

By



Name: Bryan D. Marsh
Title: Its Member

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