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L. SELLERS
JUL 29 2010
EXAMINER

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MERGER OR SHARE EXCHANGE
Simply Distribution, LLC

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**ARTICLES OF MERGER
OF
XYNERGY DIRECT, INC.
A FLORIDA CORPORATION
AND
SIMPLY DISTRIBUTION, LLC
A FLORIDA LIMITED LIABILITY COMPANY**

Pursuant to Section 607.1109, Florida Statutes, the following articles of merger are submitted to merge the following domestic corporation and domestic limited liability company:

FIRST: XYNERGY DIRECT, INC., a Florida corporation ("XYNERGY DIRECT") and wholly owned subsidiary of Xynergy Holdings Inc., a Nevada corporation, will merge with and into SIMPLY DISTRIBUTION, LLC, a Florida limited liability company ("SIMPLY").

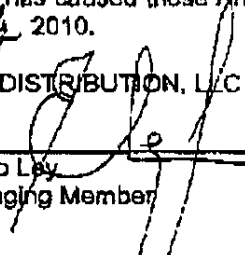
SECOND: The name of the surviving company is SIMPLY DISTRIBUTION, LLC.

THIRD: The plan of merger was approved, adopted, certified, executed and acknowledged by the sole director and sole shareholder of XYNERGY DIRECT and by the sole manager and member of SIMPLY in accordance with Chapters 607 and 608, Florida Statutes.

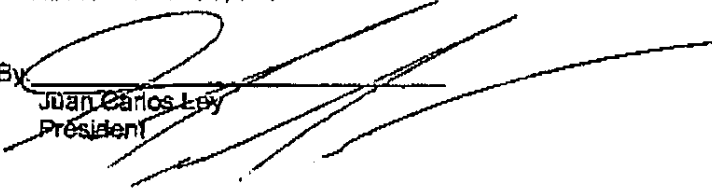
FOURTH: The merger is to become effective upon filing of these Articles of Merger with the Florida Secretary of State.

IN WITNESS WHEREOF, each of the parties has caused these Articles to be signed by its duly authorized officer or representative this 9 July 2010.

SIMPLY DISTRIBUTION, LLC

By: 
Evelio Ley
Managing Member

XYNERGY DIRECT, INC.

By: 
Juan Carlos Ley
President

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PLAN OF MERGER

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

- 1) XYNERGY DIRECT, INC., a Florida corporation ("XYNERGY DIRECT"); and
- 2) SIMPLY DISTRIBUTION, LLC, a Florida limited liability company ("SIMPLY").

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party is SIMPLY DISTRIBUTION, LLC, a Florida limited liability company.

THIRD: At the Effective Time:

1) SIMPLY will merge with and into XYNERGY DIRECT and SIMPLY shall be the surviving entity (hereinafter sometimes called the "Surviving Company"). The name of the Surviving Company shall be unchanged. The separate existence and corporate organization of XYNERGY DIRECT shall cease on the Effective Date and SIMPLY shall become a wholly owned subsidiary of Xynergy Holdings Inc., a Nevada corporation ("PARENT").

2) The Articles of Organization of SIMPLY as in effect immediately prior to the Effective Time shall be the Articles of Organization of the Surviving Company until thereafter amended as provided by law.

3) By virtue of the merger and without any action on the part of the holders thereof, all of the membership interests of SIMPLY shall be cancelled and shall cease to exist, and each certificate formerly representing any of the membership interests of SIMPLY (the "SIMPLY Interests") issued and outstanding immediately prior to the Effective Time shall be converted into and shall thereafter evidence an aggregate of 500,000,000 shares of restricted PARENT Common Stock, \$.001 par value per share (the "PARENT Common Stock") being 5,000,000 shares for each 1% membership interest of SIMPLY. No fractional shares of PARENT Common Stock shall be issued. In lieu of fractional shares, each SIMPLY Interest holder who would otherwise have been entitled to a fraction of a share of Parent Common Stock hereunder (after aggregating all fractional shares to be received by such Interest holder), shall have any fractional shares rounded up to the nearest whole share of Parent Common Stock.

4) Each share of common stock of XYNERGY DIRECT issued and outstanding immediately prior to the Effective Time shall remain outstanding and shall be converted into and become fully paid and non assessable membership interests of the Surviving Company.

FOURTH: PARENT shall be the sole managing member of the Surviving Company with its address at 3100 West 84 Street, Unit 2, Hialeah, Florida 33178.

FIFTH: Evelio Ley shall be Vice President and Juan Carlos Ley shall be President/Secretary of the Surviving Company, each to serve at the pleasure of the managing member and to hold office until his earlier resignation or removal from office by the managing member or as provided under an operating agreement or as otherwise provided by law.