

L39264

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April 1

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MERGER OR SHARE EXCHANGE
X-NTH, INC.

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April 4, 2011

FLORIDA DEPARTMENT OF STATE
Division of Corporations

X-NTH, INC.
2601 WESTHALL LANE
MAITLAND, FL 32751

SUBJECT: X-NTH, INC.
REF: L39264

RESUBMIT
Please give original
submission date on file date.

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

THE DOCUMENT STATES THAT THE MERGER WAS ADOPTED IN ACCORDANCE WITH 607.1104. THIS IS THE STATUTE THAT GOVERNS SUBSIDIARY MERGERS. IT IS IMPORTANT TO STATE WHO THE PARENT IS AND WHO THE SUB IS. ALSO THE PERCENTAGE OF OWNERSHIP MAKES A DIFFERENCE. ADOPTION OF THE SUB MIGHT BE NEEDED. ALSO, THE FILING FEE SUBMITTED IS ODD. ARTICLES OF MERGER HAVE A FILING FEE OF \$35.00 PER CORPORATION AND \$8.45 FOR A CERTIFIED COPY. THIS WOULD MAKE A TOTAL OF \$78.75.

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) 245-6880.

Karen Gibson
Document Specialist Supervisor

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P.O BOX 6327 - Tallahassee, Florida 32314

ARTICLES OF MERGER FOR FLORIDA PROFIT CORPORATION

FILED 11 APR - 1 PM 11:11 AM SECRETARY OF STATE TALLAHASSEE, FLORIDA

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, jurisdiction, and document number of the parent corporation, which shall be the surviving corporation, owning 100% of the outstanding shares of the subsidiary corporation are as follows:

Table with 3 columns: Name of Entity, Jurisdiction, Document Number. Row 1: X-nth, Inc., Florida, L39264

SECOND: The name, jurisdiction, and document number of the subsidiary corporation, which shall be the merging corporation, are as follows:

Table with 3 columns: Name of Entity, Jurisdiction, Document Number. Row 1: Ground Floor Engineering, Inc., Florida, P04000010974

THIRD: The Plan of Merger is attached hereto as Exhibit A.

FOURTH: The merger shall become effective upon the filing of these Articles of Merger with the Florida Department of State.

FIFTH: The Plan of Merger was adopted by the board of directors of the parent corporation on April 1, 2011, and in accordance with Section 607.1104 of the Florida Statutes, approval was not required by the shareholders of the parent corporation, the board of directors of the subsidiary corporation, or the shareholders of the subsidiary corporation.

IN WITNESS WHEREOF, the undersigned have caused their duly authorized officers to execute these Articles of Merger on April 1, 2011.

GROUND FLOOR ENGINEERING, INC.

By: [Signature] Name: David Kleiman Title: Secretary

X-NTH, INC.

By: [Signature] Name: David Kleiman Title: Secretary

EXHIBIT A

PLAN OF MERGER

GROUND FLOOR ENGINEERING, INC.,
a Florida corporation

with and into

X-NTH, INC.,
a Florida corporation

This Plan of Merger (this "Plan") is entered into by Ground Floor Engineering, Inc., a Florida corporation ("GFE"), and X-nth, Inc., a Florida corporation ("X-nth"), on April 1, 2011. GFE and X-nth are hereinafter collectively called the "Merging Entities."

WITNESSETH:

WHEREAS, X-nth owns 100% of the outstanding shares of GFE, and the Merging Entities desire to merge, following which X-nth shall be the surviving entity (the "Merger");

WHEREAS, Section 607.1104 of the Florida Statutes permits the merger of the Merging Entities in the manner provided in this Plan; and

WHEREAS, the board of directors of X-nth deems the consummation of the Merger in the manner contemplated herein advisable, and accordingly has adopted and approved this Plan and has authorized the execution hereof by appropriate corporate action.

NOW, THEREFORE, for and in consideration of the promises and of the covenants and agreements hereinafter set forth, the parties hereto agree as follows:

FIRST: *Parent Corporation.* The name and jurisdiction of the parent corporation are as follows:

| Name of Entity | Jurisdiction |
|----------------|--------------|
| X-nth, Inc. | Florida |

SECOND: *Subsidiary Corporation.* The name and jurisdiction of the subsidiary corporation are as follows:

| Name of Entity | Jurisdiction |
|--------------------------------|--------------|
| Ground Floor Engineering, Inc. | Florida |

THIRD: *Terms and Conditions.* X-nth and GFE agree that GFE shall be merged into X-nth, as a single corporation, upon the terms and conditions of this Plan, and that X-nth shall continue under the laws of the State of Florida as the surviving corporation, and they further agree as follows:

1. From and after the date on which the Articles of Merger are filed with the Florida Department of State (the "Effective Date"), and until further amended, altered, or restated as provided by law, the Articles of Incorporation of X-nth separate and apart from this Plan shall be and may be separately certified as the Articles of Incorporation of X-nth.

