

M70313

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MERGER OR SHARE EXCHANGE

Citi Investor Services, Inc.

Certificate of Status	0
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STATE OF FLORIDA

ARTICLES OF MERGER

The following Articles of Merger and plan of merger are submitted in accordance with Section 607.1105 and Section 607.1104 of the Florida Business Corporations Act.

FIRST: The name and jurisdiction of the surviving corporation are:

Citi Investor Services, Inc. Delaware

SECOND: The name and jurisdiction of each merging corporation are:

FTFD Fund Distributor, Inc. Florida

THIRD: The merger shall become effective on the date that the Articles of Merger are filed with the Florida Department of State.

FOURTH: On the effective date of the merger, all outstanding shares of common stock of FTFD Fund Distributor, Inc. shall be automatically cancelled and cease to exist and Citi Investor Services, Inc., as the sole shareholder of FTFD Fund Distributor, Inc. immediately prior to the merger, shall have no further rights with respect thereto.

FIFTH: Citi Investor Services, Inc., as the sole shareholder of FTFD Fund Distributor, Inc., does not dissent from the merger pursuant to Section 607.1321 of the Florida Business Corporations Act.

SIXTH: These Articles of Merger, and the plan of merger as set forth herein, were adopted by the board of directors of Citi Investor Services, Inc. on July 13, 2009, and shareholder approval was not required.

SEVENTH: These Articles of Merger, and the plan of merger as set forth herein, were adopted by the board of directors of FTFD Fund Distributor, Inc. on July 13, 2009, and shareholder approval was not required.

Citi Investor Services, Inc.

FTFD Fund Distributor, Inc.

By:

William H. Wolf
William H. Wolf, President
Authorized Signatory

By:

Robert P. Wallace
Robert P. Wallace, Director
Authorized Signatory

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STATE OF FLORIDA

ARTICLES OF MERGER

The following Articles of Merger and plan of merger are submitted in accordance with Section 607.1105 and Section 607.1104 of the Florida Business Corporations Act.

- FIRST:** The name and jurisdiction of the surviving corporation are:
Citi Investor Services, Inc. Delaware
- SECOND:** The name and jurisdiction of each merging corporation are:
FTFD Fund Distributor, Inc. Florida
- THIRD:** The merger shall become effective on the date that the Articles of Merger are filed with the Florida Department of State.
- FOURTH:** On the effective date of the merger, all outstanding shares of common stock of FTFD Fund Distributor, Inc. shall be automatically cancelled and cease to exist and Citi Investor Services, Inc., as the sole shareholder of FTFD Fund Distributor, Inc. immediately prior to the merger, shall have no further rights with respect thereto.
- FIFTH:** Citi Investor Services, Inc., as the sole shareholder of FTFD Fund Distributor, Inc., does not dissent from the merger pursuant to Section 607.1321 of the Florida Business Corporations Act.
- SIXTH:** These Articles of Merger, and the plan of merger as set forth herein, were adopted by the board of directors of Citi Investor Services, Inc. on July 13, 2009, and shareholder approval was not required.
- SEVENTH:** These Articles of Merger, and the plan of merger as set forth herein, were adopted by the board of directors of FTFD Fund Distributor, Inc. on July 13, 2009, and shareholder approval was not required.

Citi Investor Services, Inc.

FTFD Fund Distributor, Inc.

By: _____
William H. Wolf, President
Authorized Signatory

By:  _____
Robert P. Wallace, Director
Authorized Signatory

PLAN OF MERGER

The following plan of merger is submitted in compliance with Section 607.1104 of the Florida Business Corporations Act ("FBCA"):

The name and jurisdiction of the surviving corporation are:

Citi Investor Services, Inc. Delaware

The name and jurisdiction of the merging corporation are:

FTFD Fund Distributor, Inc. Florida

On the effective date of the merger, all outstanding shares of common stock of FTFD Fund Distributor, Inc. shall be automatically cancelled and cease to exist and Citi Investor Services, Inc., as the sole shareholder of FTFD Fund Distributor, Inc. immediately prior to the merger, shall have no further rights with respect thereto.

FTFD Fund Distributor, Inc. is a wholly-owned subsidiary of Citi Investor Services, Inc., consequently, there are no dissenting shareholders entitled to appraisal rights pursuant to Chapter 607 of the FBCA.