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2012 JAN 18 AM 9:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MERGER
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1/18/12

9990 S.W. 77th Avenue • Penthouse 2 • Miami, Florida 33156-2661
Tel. (305) 670-6000 Fax (305) 274-0220

January 3, 2012

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

Re: Merger of Allied Financial Investments, Inc., and Joseph & Josephs of Miami, Inc.,
into Allied Leasing Group, Inc.

Please find enclosed an executed Articles and Plan of Merger and Plan of Reorganization for
the merger of the Florida Corporations referred to above, together with a Certificate of Merger of
Allied Leasing Group, Inc. Please file these documents of record.

Also enclosed is our firm's check in the amount of \$105.00 covering the filing fee.

Very truly yours,
SCHATZMAN & SCHATZMAN, P.A.



ARNOLD D. SCHATZMAN

CERTIFICATE OF MERGER
of
ALLIED LEASING GROUP, INC.

FILED
2012 JAN 18 AM 10:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned President of Allied Leasing Group, Inc., a Florida Business Corporation, certifies that he is the President of said Corporation, that the directors and shareholders of said Corporation have approved an agreement of merger authorizing the merger of Allied Financial Investments, Inc., and Joseph & Joseph of Miami, Inc., into Allied Leasing Group, Inc., as the surviving Corporation and the agreement of merger was approved by the directors and shareholders of Allied Financial Investments, Inc., and Joseph & Joseph of Miami, Inc., pursuant provisions of Chapter 607, Florida Statutes.

Furthermore, the agreement of merger has been approved, adopted, certified, executed and acknowledged by each of the corporations in accordance with Florida law. The name of the surviving corporation is Allied Leasing Group, Inc., a Florida Business Corporation. The articles of incorporation of the surviving corporation shall remain unchanged. The executed agreement of merger is on file at the principal place of business of the surviving corporation, which is 13307 S.W. 87th Avenue, Miami, Florida 33156. The effective date and time of the merger is 12:01 AM 1 JANUARY 2012 *[Signature]*
~~12:01 p.m. December 2011.~~

Executed in Miami, Florida, on this 29th day of December 2011.

By: *[Signature]*
BOBBY JOSEPH, President

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

THE FOREGOING INSTRUMENT was acknowledged before me this 29 day of December, 2011, by BOBBY JOSEPH, as President of Allied Leasing Group, Inc., who is personally known to me or who has produced his _____ as identification, and who did/did not take an oath.

[Signature]
Notary Public, State of Florida at Large

My Commission Expires:



ARNOLD D. SCHATZMAN
NOTARY PUBLIC
STATE OF FLORIDA
Comm# EE057101
Expires 1/23/2015

**ARTICLES AND
PLAN OF MERGER (Non-Subsidiaries)
AND PLAN OF REORGANIZATION**

FILED
2012 JAN 18 AM 9:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AGREEMENT OF MERGER made this 29th day of December, 2011, between Allied Leasing Group, Inc., a Florida Corporation (hereinafter "Group"), and all the directors and stockholders thereof, and Allied Financial Investments, Inc., a Florida Corporation (hereinafter "Investments"), and all the directors and stockholders thereof and Joseph & Joseph of Miami, Inc., a Florida Corporation (hereinafter "Joseph") and all the directors and stockholders thereof.

WHEREAS, Investments has 20,000 shares of common, capital no par value stock issued and outstanding and has no other class or series of securities, and

WHEREAS, Group has 20,000 shares of common, capital no par value stock issued and outstanding and has no other class or series of securities, and

WHEREAS, Joseph has 20,000 shares of common, capital no par value stock issued and outstanding and has no other class or series of securities, and

WHEREAS, the Boards of Directors of Joseph, Investments and Group respectively, deem it advisable and generally to the advantage and welfare of the three corporations and their respective shareholders that Joseph and Investments merge with Group pursuant to the provisions of Florida Law, particularly Section 607.1101 Florida Statutes and upon the recommendation of the companies' Boards of Directors, the stockholders of the companies also have approved such a merger.

NOW, THEREFORE, in consideration of the mutual agreements and promises herein contained and of the mutual benefits hereby provided, the parties hereto adopt the following Articles and Agreement of Merger and Plan of Reorganization:

1. Merger. As of the Effective Date, Joseph and Investments shall be merged into Group with Group being the surviving entity.
2. Effective Date. The merger shall become effective at 12:01 a.m. January 1, 2012.
3. Surviving Corporation. Group shall survive the merger and shall continue to be governed by Florida Law and its registered office is 13307 S.W. 87th Avenue, Miami, Florida, 33176, and the separate corporate existences of Joseph and Investments shall cease forthwith upon the Effective Date. Group shall be liable for all fees and taxes, if any, of Joseph and Investments. As of the Effective Date, all officers, directors and registered agents of Joseph and Investments shall terminate.

4. Approval. This Agreement of Merger shall be submitted to the shareholders of Group, Joseph and Investments for approval as required by the laws of the State of Florida. When such required approval is obtained, the proper officers of each corporation shall, and are hereby authorized and directed to perform all such further acts and execute and deliver to the proper authorities for filing all documents, as the same may be necessary or proper to render effective the merger contemplated herein.

5. Certificate of Incorporation. The Articles of Incorporation of Group shall remain the same following the Effective Date unless and until they are amended in accordance with Florida Law.

6. By-laws. The By-laws of Group shall remain the same following the Effective Date unless and until they are amended in accordance with the provisions thereof.

7. Directors. The present directors of Group shall continue as the directors until their successors are duly elected and qualified.

8. Further Assurance of Title. If at any time Group shall consider or be advised that any acknowledgment or assurances in law or other similar actions are necessary or desirable in order to acknowledge or confirm in and to Group any right, title, or interest of Joseph and/or Investments held immediately prior to the Effective Date, Joseph and/or Investments, and its proper officers and directors, shall and will execute and deliver all such acknowledgments or assurances in law and do all things necessary or proper to acknowledge or confirm such right, title or interest in Group as shall be necessary to carry out the purposes of this Agreement.

8. Retirement of Stock. Forthwith upon the Effective Date, the 20,000 shares of issued and outstanding common stock of Joseph held by its shareholders shall be canceled and 20,000 non-assessable common shares of stock in Group shall be distributed to Joseph's shareholders and on that date the 20,000 shares issued and outstanding common stock of Investments held by its shareholders shall be cancelled and 20,000 non-assessable common shares in Group shall be distributed to Investments' shareholders. All authorized and unissued stock of Joseph and Investments shall be cancelled. This exchange and cancellation of shares of stock shall be accomplished voluntarily.

9. Real Estate. None of the corporations owns real estate.

10. Debts. Group shall be liable for the debts of Joseph and Investments.

11. Dissenting Shareholders. Group agrees that it will promptly pay to the dissenting

shareholders of Joseph and Investments, if any, the amount, if any, to which they shall be entitled under the provisions of Chapter 607, Florida Statutes with respect to the rights of the dissenting shareholders.

12. Adoption of Merger by Surviving Corporation. The Plan of Merger was adopted by the Shareholders of the Surviving Corporation, Group, on December 29, 2011.

13. Adoption of Merger by Merging Corporation. The Plan of Merger was adopted by the Shareholders of the Merging Corporations, Joseph and Investments, on December 29, 2011.

IN WITNESS WHEREOF each of the Corporations hereto, pursuant to authority duly granted by its Board of Directors, has caused this Agreement to be executed.

WITNESSES:

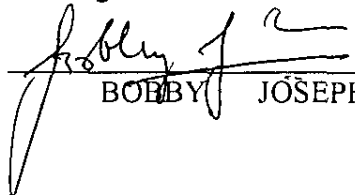
ALLIED LEASING GROUP, INC.



By: 
BOBBY JOSEPH, President

By: 
SHINEY JOSEPH, Secretary

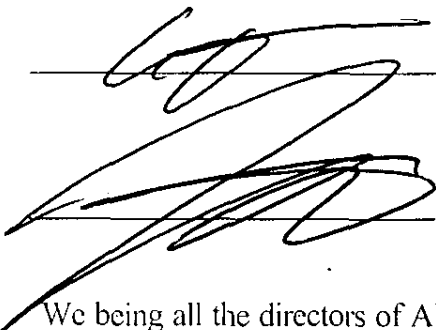
We being all the directors and stockholders of Allied Leasing Group, Inc. do hereby consent and approve the merger set forth in these Articles and Plan of Merger.


BOBBY JOSEPH



SHINEY JOSEPH

WITNESSES:

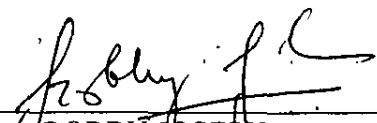
ALLIED FINANCIAL INVESTMENTS, INC.



By: 
BOBBY JOSEPH, President

By: 
SHINEY JOSEPH, Secretary

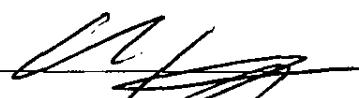
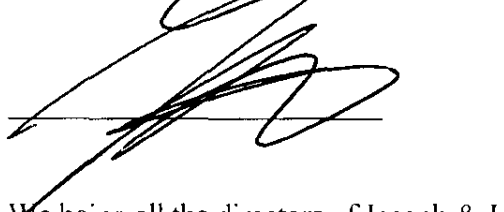
We being all the directors of Allied Financial Investments, Inc., do hereby consent and approve the merger set forth in the Articles and Plan of Merger.


BOBBY JOSEPH


SHINEY JOSEPH

WITNESSES:

JOSEPH & JOSEPH OF MIAMI, INC.

By: 
BOBBY JOSEPH, President

By: 
SHINEY JOSEPH, Secretary

We being all the directors of Joseph & Joseph of Miami, Inc., do hereby consent and approve the merger set forth in the Articles and Plan of Merger.

CERTIFICATE OF THE SECRETARY OF
ALLIED LEASING GROUP, INC.

I certify that the sole director and all the registered holders of all of the outstanding shares of common stock of Allied Leasing Group, Inc., have unanimously approved the Articles and Agreement of Merger and Plan of Reorganization at meeting on the 29th day of December, 2011.


SHINEY JOSEPH, Secretary

CERTIFICATE OF THE SECRETARY OF
ALLIED FINANCIAL INVESTMENTS, INC.

I certify that the sole director and all the registered holders of all of the outstanding shares of common stock of Allied Financial Investments, Inc., have unanimously approved the Articles and Agreement of Merger and Plan of Reorganization at meeting on the 29th day of December, 2011.


SHINEY JOSEPH, Secretary

CERTIFICATE OF THE SECRETARY OF
JOSEPH & JOSEPH OF MIAMI, INC.

I certify that the sole director and all the registered holders of all of the outstanding shares of common stock of Joseph & Joseph of Miami, Inc., have unanimously approved the Articles and Agreement of Merger and Plan of Reorganization at meeting on the 29th day of December, 2011.



SHINEY JOSEPH, Secretary