

P02000111844

Florida Department of State
Division of Corporations
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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

ROYALE FLORIDA ENTERPRISES, INC.

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ARTICLES OF MERGER
OF
ROYALE FLORIDA ENTERPRISES, INC.
(SURVIVING DOMESTIC CORPORATION)

AND
ROYALE FLORIDA ENTERPRISES, INC.
(TERMINATING FOREIGN CORPORATION)

The following articles of merger are being submitted in accordance with section(s) 607.1101, 607.1105 and 607.1107, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving company are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Royale Florida Enterprises, Inc. 18001 Collins Avenue, 31 st Floor Sunny Isles Beach, FL 33160	Florida	profit corporation

Florida Document/Registration Number: P02000111844 FEI Number: 16-1633819

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type for each merging company are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Royale Florida Enterprises, Inc. 18001 Collins Avenue, 31 st Floor Sunny Isles Beach, FL 33160	Delaware	profit corporation

Florida Document/Registration Number: N/A FEI Number: N/A

THIRD: The Plan of Merger meets the requirements of section(s) 607.1108, Florida Statutes, and was approved by each domestic corporation and foreign corporation that is a party to the merger in accordance with Chapter(s) 607, Florida Statutes and is attached hereto and made a part hereof.

FOURTH: The merger shall become effective as of date the Articles of Merger are filed with the Florida Department of State.

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FIFTH: Adoption of Merger by the Surviving Company:

The Plan of Merger was adopted by the shareholders of the surviving company on December 9, 2004.

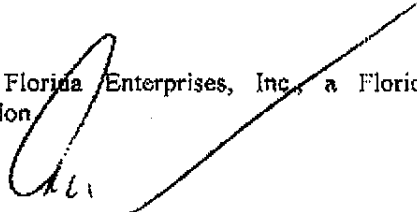
SIXTH: The attached Plan of Merger was approved by the other business entity that is party to the merger in accordance with the respective laws of all applicable jurisdictions.**SEVENTH:** The Surviving Company hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligations or rights of any dissenting shareholders of each domestic corporation that is a party to the merger.**EIGHTH:** The Surviving Company agrees to pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under section 607.1302, Florida Statutes.**NINTH:** Adoption of Merger by the Merging Company:

The Plan of Merger was approved by a majority of the shareholders of the Merging Company on December 9, 2004, with a sufficient number of votes cast by the shareholders for approval and was further adopted by the board of directors of the Merging Company on December 9, 2004.

SEVENTH: SIGNATURE(S):

Dated: December 9, 2004.

Royale Florida Enterprises, Inc., a Florida corporation

By: 
Gil Dezer, President

Royale Florida Enterprises, Inc., a Delaware corporation

By: 
Gil Dezer, President

PLAN OF MERGER

The following PLAN OF MERGER is submitted in compliance with Florida Statutes 607.1101, and in accordance with the laws of any other applicable jurisdiction.

FIRST: The name, address of its principal office, jurisdiction, and entity type of the **surviving** company are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Royale Florida Enterprises, Inc. 18001 Collins Avenue, 31 st Floor Sunny Isles Beach, FL 33160	Florida	profit corporation

Florida Document/Registration Number: P02000111844 FEI Number: 16-1633819

SECOND: The name, address of its principal office, jurisdiction, and entity type for each **merging** company are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Royale Florida Enterprises, Inc. 18001 Collins Avenue, 31 st Floor Sunny Isles Beach, FL 33160	Delaware	profit corporation

Florida Document/Registration Number: N/A FEI Number: N/A

THIRD: The terms and conditions of the merger are as follows:

1. The Articles of Incorporation the surviving company at the effective time and date of the merger shall be the Articles of Incorporation of said surviving company and said Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida General Corporation Act.
2. The present bylaws of the surviving company will be the bylaws of said surviving company and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida General Corporation Act.
3. The directors and officers of the surviving company at the effective time and date of the merger shall be the directors and officers of the surviving company, all of whom shall hold their respective offices until the election and qualification of their successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving company.
4. All liabilities of the merging company shall become the responsibility of the surviving company.

5. Pursuant to the provisions of the Florida General Corporation Act and the provisions of the Delaware General Corporation Act, the surviving and merging companies shall be merged with and into a single corporation, which shall be the surviving company and which shall continue to exist as said surviving company under its present name pursuant to the provisions of the Florida General Corporation Act. The separate existence of the merging company shall cease at said effective time in accordance with the provisions of the Delaware General Corporation Act.

FOURTH: The manner and basis of converting the interests of each company into interests, obligations, or other securities of the surviving company, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire interests of each company into rights to acquire interests, obligations or other securities of the surviving or any other company, or, in whole or in part, into cash or other property are as follows:

Each issued share of the merging (terminating) company shall, at the effective time of the merger, be converted into one share of the surviving company. The issued shares of the surviving company shall not be converted or exchanged in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of the surviving company.

FIFTH: The effective date of this Plan and Agreement of Merger shall become effective as of date the Articles of Merger are filed with the Florida Department of State.

SIXTH: In the event that this Plan and Agreement of Merger shall have been fully approved and adopted on behalf of the merging company in accordance with the provisions of the Delaware General Corporation Act and on behalf of the surviving company in accordance with the Florida General Corporation Act, the said corporations agree that they will cause to be executed and filed and recorded any document or documents prescribed by the laws of the State of Delaware and by the laws of the State of Florida, and that they will cause to be performed all necessary acts with the State of Delaware and the State of Florida and elsewhere to effectuate the merger herein provided for.

SEVENTH: The Board of Directors and the proper officers of the merging company and of the surviving company are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file and record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan and Agreement of Merger or of the merger herein provided for.

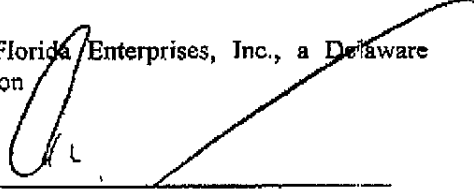
Dated: December 9, 2004.

Royale Florida Enterprises, Inc., a Florida corporation

By: 
Gil Dezer, President

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Royale Florida Enterprises, Inc., a Delaware
corporation

By: 
Gil Dezer, President

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