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MERGER OR SHARE EXCHANGE

SVI II, INC.

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ARTICLES OF MERGER
(Profit Corporations)

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 and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>SVI II, INC.</u>	<u>Florida</u>	<u>P03000065487</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>SVI V, INC.</u>	<u>Florida</u>	<u>P03000065489</u>
<u>SVI IV, INC.</u>	<u>Florida</u>	<u>P03000060162</u>
<u>S.V.I. PARTICIPATIONS, INC.</u>	<u>Florida</u>	<u>P03000023080</u>
_____	_____	_____
_____	_____	_____

Third: The Plan of Merger is attached.

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

OR ____/____/____ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)
The Plan of Merger was adopted by the shareholders of the surviving corporation on June 22, 2009.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.





Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)
The Plan of Merger was adopted by the shareholders of the merging corporation(s) on June 22, 2009.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

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Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature of an Officer or Director</u>	<u>Typed or Printed Name of Individual & Title</u>
<u>SVI II, INC.</u>		<u>Jose Baboun, President</u>
<u>SVI V, INC.</u>		<u>Jose Baboun, President</u>
<u>SVI IV, INC.</u>		<u>Jose Baboun, President</u>
<u>S.V.I. PARTICIPATIONS, INC.</u>		<u>Jose Baboun, President</u>
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PLAN OF MERGER

This is a Plan of Merger between SVI II, Inc., a Florida corporation (hereinafter the "Surviving Entity") and SVI V, Inc., a Florida corporation (hereinafter the "Absorbed Entity").

STIPULATIONS

- A. The Surviving Entity is a corporation organized and existing under the laws of the State of Florida, with its principal office at 420 S. Dixie Highway, Suite 4B, Coral Gables, FL 33146.
- B. The Absorbed Entity is a corporation organized and existing under the laws of the State of Florida with its principal office at 420 S. Dixie Highway, Suite 4B, Coral Gables, FL 33146.
- C. The Shareholders and the Directors of the Surviving Entity and the Shareholders and Board of Directors of the Absorbed Entity deem it desirable and in the best interests of the entities that the Absorbed Entity be merged into the Surviving Entity pursuant to the provisions of the Florida Statutes in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1954, as amended.

In consideration of the mutual covenants, and subject to the terms and conditions hereinafter set forth, the constituent corporations agree as follows:

TERMS

- 1. Merger. The Absorbed Entity shall merge with and into the Surviving Entity with shall be the Surviving Entity. On and after the Effective Date, the Surviving Entity shall continue to exist as the Surviving Entity under its present name pursuant to the provisions of the Florida Statutes, and the separate existence of the Absorbed Entity shall cease. The Surviving Entity shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed to the Absorbed Entity, without necessity for any separate transfer. The Surviving Entity shall thereafter be responsible and liable for all liabilities and obligations of the Absorbed Entity, and neither the rights of creditors nor any liens on the property of the Absorbed Entity shall be impaired by the merger.
- 2. Effective Date. The merger shall be effective on the date of filing of the Articles of Merger with the Florida Department of State.
- 3. Articles of Incorporations and Bylaws. On and after the Effective Date, the Articles of Incorporation and Bylaws of the Surviving Entity shall be the same as the Articles or Incorporation and Bylaws of the Surviving Entity immediately prior to the Effective Date.
- 4. Shares of Stock of Absorbed Entity. The total number of shares of stock which the Absorbed Entity has outstanding is one thousand (1,000) shares of common stock.
- 5. Cancellation of Shares of Absorbed Entity; No Additional Shares to be Issued. Upon the Effective Date, each issued and outstanding share of common stock of the Absorbed

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Entity shall be automatically cancelled and the certificates representing such shares shall be surrendered and cancelled. The sole shareholder of the Surviving Entity is also the sole shareholder of the Surviving Entity. As a result, no additional shares of the Surviving Entity shall be issued.

6. Directors and Officers. The directors and officers of the Surviving Entity upon the Effective Date shall remain the directors and officers of the Surviving Entity, as the case may be, until the election or qualification of their respective successors or until they shall resign, die or otherwise cease to hold such directorships of offices in accordance with the Bylaws of the Surviving Entity.

7. Filings with Florida Department of State. The Absorbed Entity and the Surviving Entity shall each cause to be executed, filed and/or recorded any document or documents prescribed by the laws of the State of Florida and will each cause to be performed all necessary acts to effectuate the merger herein provided for, subject, however, to any provisions hereafter contained for abandoning this Agreement.

8. Abandonment of Merger. Notwithstanding the approval of this Agreement by the Shareholders and Directors of the Absorbed Entity and the Surviving Entity, this Agreement may be abandoned at any time prior to the filing of the Articles of Merger in the offices of the Department of State of Florida by the mutual written consent of the Absorbed Entity and the Surviving Entity.

IN WITNESS WHEREOF, this Agreement has been duly executed by and on behalf of the Surviving Entity and the Absorbed Entity on the 22nd day of June, 2009.

ABSORBED ENTITY
SVI V, Inc.,
A Florida corporation.



Jose Baboun, President

SURVIVING ENTITY
SVI II, Inc.,
A Florida corporation.



Jose Baboun, President

PLAN OF MERGER

This is a Plan of Merger between SVI II, Inc., a Florida corporation (hereinafter the "Surviving Entity") and SVI IV, Inc., a Florida corporation (hereinafter the "Absorbed Entity").

STIPULATIONS

- A. The Surviving Entity is a corporation organized and existing under the laws of the State of Florida, with its principal office at 420 S. Dixie Highway, Suite 4B, Coral Gables, FL 33146.
- B. The Absorbed Entity is a corporation organized and existing under the laws of the State of Florida with its principal office at 420 S. Dixie Highway, Suite 4B, Coral Gables, FL 33146.
- C. The Shareholders and the Directors of the Surviving Entity and the Shareholders and Board of Directors of the Absorbed Entity deem it desirable and in the best interests of the entities that the Absorbed Entity be merged into the Surviving Entity pursuant to the provisions of the Florida Statutes in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1954, as amended.

In consideration of the mutual covenants, and subject to the terms and conditions hereinafter set forth, the constituent corporations agree as follows:

TERMS

- 1. Merger. The Absorbed Entity shall merge with and into the Surviving Entity with shall be the Surviving Entity. On and after the Effective Date, the Surviving Entity shall continue to exist as the Surviving Entity under its present name pursuant to the provisions of the Florida Statutes, and the separate existence of the Absorbed Entity shall cease. The Surviving Entity shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed to the Absorbed Entity, without necessity for any separate transfer. The Surviving Entity shall thereafter be responsible and liable for all liabilities and obligations of the Absorbed Entity, and neither the rights of creditors nor any liens on the property of the Absorbed Entity shall be impaired by the merger.
- 2. Effective Date. The merger shall be effective on the date of filing of the Articles of Merger with the Florida Department of State.
- 3. Articles of Incorporations and Bylaws. On and after the Effective Date, the Articles of Incorporation and Bylaws of the Surviving Entity shall be the same as the Articles or Incorporation and Bylaws of the Surviving Entity immediately prior to the Effective Date.
- 4. Shares of Stock of Absorbed Entity. The total number of shares of stock which the Absorbed Entity has outstanding is one thousand (1,000) shares of common stock.
- 5. Cancellation of Shares of Absorbed Entity; No Additional Shares to be Issued. Upon the Effective Date, each issued and outstanding share of common stock of the Absorbed

Entity shall be automatically cancelled and the certificates representing such shares shall be surrendered and cancelled. The sole shareholder of the Surviving Entity is also the sole shareholder of the Surviving Entity. As a result, no additional shares of the Surviving Entity shall be issued.

6. Directors and Officers. The directors and officers of the Surviving Entity upon the Effective Date shall remain the directors and officers of the Surviving Entity, as the case may be, until the election or qualification of their respective successors or until they shall resign, die or otherwise cease to hold such directorships of offices in accordance with the Bylaws of the Surviving Entity.

7. Filings with Florida Department of State. The Absorbed Entity and the Surviving Entity shall each cause to be executed, filed and/or recorded any document or documents prescribed by the laws of the State of Florida and will each cause to be performed all necessary acts to effectuate the merger herein provided for, subject, however, to any provisions hereafter contained for abandoning this Agreement.

8. Abandonment of Merger. Notwithstanding the approval of this Agreement by the Shareholders and Directors of the Absorbed Entity and the Surviving Entity, this Agreement may be abandoned at any time prior to the filing of the Articles of Merger in the offices of the Department of State of Florida by the mutual written consent of the Absorbed Entity and the Surviving Entity.

IN WITNESS WHEREOF, this Agreement has been duly executed by and on behalf of the Surviving Entity and the Absorbed Entity on the 22nd day of June, 2009.

ABSORBED ENTITY
SVI IV, Inc.,
A Florida corporation.



Jose Baboun, President

SURVIVING ENTITY
SVI II, Inc.,
A Florida corporation.



Jose Baboun, President

PLAN OF MERGER

This is a Plan of Merger between SVI II, Inc., a Florida corporation (hereinafter the "Surviving Entity") and S.V.I. Participations, Inc., a Florida corporation (hereinafter the "Absorbed Entity").

STIPULATIONS

- A. The Surviving Entity is a corporation organized and existing under the laws of the State of Florida, with its principal office at 420 S. Dixie Highway, Suite 4B, Coral Gables, FL 33146.
- B. The Absorbed Entity is a corporation organized and existing under the laws of the State of Florida with its principal office at 1643 Brickell Avenue, Suite 4601, Miami, Florida 33129.
- C. The Shareholders and the Directors of the Surviving Entity and the Shareholders and Board of Directors of the Absorbed Entity deem it desirable and in the best interests of the entities that the Absorbed Entity be merged into the Surviving Entity pursuant to the provisions of the Florida Statutes in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1954, as amended.

In consideration of the mutual covenants, and subject to the terms and conditions hereinafter set forth, the constituent corporations agree as follows:

TERMS

1. Merger. The Absorbed Entity shall merge with and into the Surviving Entity with shall be the Surviving Entity. On and after the Effective Date, the Surviving Entity shall continue to exist as the Surviving Entity under its present name pursuant to the provisions of the Florida Statutes, and the separate existence of the Absorbed Entity shall cease. The Surviving Entity shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed to the Absorbed Entity, without necessity for any separate transfer. The Surviving Entity shall thereafter be responsible and liable for all liabilities and obligations of the Absorbed Entity, and neither the rights of creditors nor any liens on the property of the Absorbed Entity shall be impaired by the merger.
2. Effective Date. The merger shall be effective on the date of filing of the Articles of Merger with the Florida Department of State.
3. Articles of Incorporations and Bylaws. On and after the Effective Date, the Articles of Incorporation and Bylaws of the Surviving Entity shall be the same as the Articles of Incorporation and Bylaws of the Surviving Entity immediately prior to the Effective Date.
4. Shares of Stock of Absorbed Entity. The total number of shares of stock which the Absorbed Entity has outstanding is one thousand (1,000) shares of common stock.

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5. Cancellation of Shares of Absorbed Entity; No Additional Shares to be Issued.
Upon the Effective Date, each issued and outstanding share of common stock of the Absorbed Entity shall be automatically cancelled and the certificates representing such shares shall be surrendered and cancelled. The sole shareholder of the Surviving Entity is also the sole shareholder of the Surviving Entity. As a result, no additional shares of the Surviving Entity shall be issued.

6. Directors and Officers. The directors and officers of the Surviving Entity upon the Effective Date shall remain the directors and officers of the Surviving Entity, as the case may be, until the election or qualification of their respective successors or until they shall resign, die or otherwise cease to hold such directorships or offices in accordance with the Bylaws of the Surviving Entity.

7. Filings with Florida Department of State. The Absorbed Entity and the Surviving Entity shall each cause to be executed, filed and/or recorded any document or documents prescribed by the laws of the State of Florida and will each cause to be performed all necessary acts to effectuate the merger herein provided for, subject, however, to any provisions hereafter contained for abandoning this Agreement.

8. Abandonment of Merger. Notwithstanding the approval of this Agreement by the Shareholders and Directors of the Absorbed Entity and the Surviving Entity, this Agreement may be abandoned at any time prior to the filing of the Articles of Merger in the offices of the Department of State of Florida by the mutual written consent of the Absorbed Entity and the Surviving Entity.

IN WITNESS WHEREOF, this Agreement has been duly executed by and on behalf of the Surviving Entity and the Absorbed Entity on the 22nd day of June, 2009.

ABSORBED ENTITY
S.V.I. Participations, Inc.,
A Florida corporation.



Jose Baboun, President

SURVIVING ENTITY
SVI II, Inc.,
A Florida corporation.



Jose Baboun, President