

To: FL Dept. of State
Subject: 000150.4814-1

From: Kater Vonsch

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Florida Department of State
Division of Corporations
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From:
Account Name : CORPDIRECT AGENTS, INC.
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Phone : (850) 222-1173
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000150.48141

MERGER OR SHARE EXCHANGE

VRH FINANCES CORP.

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ARTICLES OF MERGER

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 of and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
VRH Finances Corp.	Florida	P04000078809

Second: The name and jurisdiction of the merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
ARP Finances Corp.	Florida	P04000078787

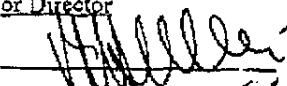
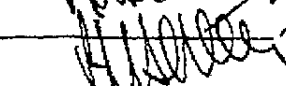
Third: The Plan of Merger is attached.

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

Fifth: The Plan of Merger was approved by the sole shareholder and the sole director of the surviving corporation on Feb. 14, 2006.

Sixth: The Plan of Merger was approved by the sole shareholder and the sole director of the merging corporation on Feb. 14, 2006.

Seventh: Signatures for each corporation:

<u>Name of Corporation</u>	<u>Signature of an Officer or Director</u>	<u>Name and Title</u>
VRH Finances Corp.		Raymond Schayek, Director
ARP Finances Corp.		Raymond Schayek, Director

NOTA: FIDELITY (FIDELITY) 10-10-01

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PLAN OF MERGER

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes.

First: The name and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>
VRH Finances Corp.	Florida

Second: The name and jurisdiction of the merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
ARP Finances Corp.	Florida

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

1. The constituent corporations, VRH Finances Corp. (the "Surviving Corporation") and ARP Finances Corp. (the "Merging Corporation"), shall, pursuant to applicable provisions of the Florida Business Corporation Act, be merged with and into a single corporation, to wit, VRH Finances Corp. Upon the date of filing of the Articles of Merger with the Florida Department of State (the "Effective Date"), the Surviving Corporation shall continue to exist under its present name pursuant to the provisions of the laws of the State of Florida and the separate existence of the Merging Corporation shall cease in accordance with the provisions of the Florida Business Corporation Act.
2. The Articles of Incorporation and the bylaws of VRH Finances Corp. upon the Effective Date of the merger shall be the Articles of Incorporation and the bylaws of the Surviving Corporation and shall 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 Business Corporation Act.
3. The director and officer in office of the Surviving Corporation upon the Effective Date shall continue to be the director and officer of the Surviving Corporation, whom shall hold his directorship and office until the election and qualification of his respective successor or until his tenure is otherwise terminated in accordance with the bylaws of the Surviving Corporation.
4. The Board of Directors of each of VRH Finances Corp. and ARP Finances Corp. are authorized to amend the Plan of Merger at any time prior to the Effective Date, subject to the limitations set forth in Section 607.1103(8).

Fourth: Each issued share of the Merging Corporation shall, upon the Effective Date of the merger, be surrendered and cancelled and no new shares of the Surviving Corporation shall

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be issued due to the fact that the percentage ownership of the Merging Corporation is identical to that of the Surviving Corporation.

IN WITNESS WHEREOF, each of the undersigned corporations has caused this Plan of Merger to be signed in its corporate name by its duly authorized officer, the 14th day of February 2006.

VRH FINANCES CORP., a Florida
corporation

By: 

Raymond Schayek, Director

ARP FINANCES CORP., a Florida
corporation

By: 

Raymond Schayek, Director

MSA-551212-1-1015000000

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