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MERGER OR SHARE EXCHANGE
1220 Collins Avenue, Inc.

Certificate of Status	0
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**ARTICLES OF MERGER
OF
M.L.F. AND ASSOCIATES, INC.,
A FLORIDA CORPORATION,
INTO
1220 COLLINS AVENUE, INC.,
A FLORIDA CORPORATION
(MLF into Collins)
(§607.1101, et. seq., Florida Statutes)**

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THE UNDERSIGNED CORPORATIONS DO HEREBY CERTIFY:

FIRST: The name and state of Incorporation of each of the constituent corporations (the "Constituent Corporations") of the merger (the "Merger") is as follows:

NAME	STATE OF INCORPORATION/DOCUMENT NO.
<u>Merging Corporation</u> M.L.F. and Associates, Inc. 1220 Collins Avenue Miami Beach, FL 33301	Florida/Document No: P06000074811
<u>Surviving Corporation</u> 1220 Collins Avenue, Inc. 1220 Collins Avenue Miami Beach, FL 33301	Florida/Document No: P06000074804

SECOND: That a plan of Merger (the "Plan") between the parties to the Merger has been unanimously approved and adopted on December 21, 2009 by the all the directors and all the shareholders of each of the Constituent Corporations in accordance with the requirements of Florida law and that upon filing this document with the Secretary of State of Florida, the Merger shall be effective on the date the Articles of Merger are filed with the State of Florida, Secretary of State (the "Effective Time"). A copy of the Plan is attached hereto as Exhibit A.

THIRD: The surviving corporation of the Merger is 1220 Collins Avenue, Inc., a Florida corporation ("Collins").

FOURTH: The terms and conditions of the Merger and the manner and basis of converting the shares of the Constituent Corporations are as follows:

(a) Corporate Existence.

- (1) From and after the Effective Time, Collins, as the surviving corporation shall continue its existence as a Florida corporation and (i) it shall thereupon and thereafter possess all rights, privileges, powers, franchises and property (real, personal and mixed) of each of the Constituent Corporations; (ii) all debts due to either of the Constituent Corporations, on whatever account, all causes in action and all other things belonging to either of the Constituent Corporations shall be taken and

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EXHIBIT A
PLAN OF MERGER

adopted, it was

RESOLVED that the Company merge with Collins pursuant to the Plan of Merger and to file said Plan of Merger with the Secretary of State, State of Florida and to do all things necessary to carry out said Plan of Merger, including, but not limited to the trading of the shares of the Company for shares of Collins, based upon a fair value exchange ratio of 2.3 shares of the Company for 1.0 new shares of Collins, and be it,

FURTHER RESOLVED that the shareholders will contribute all of their shares in the Company to Collins in exchange for new shares of Collins based on the value set forth above. The merger will be carried out as follows:

1. Zephyros Invest SA shall contribute all of its shares of the Company, to-wit: 115,366 representing 15.39% of equity interest in the Company and simultaneously therewith, shall receive 50,159 new shares of Collins; and,
2. LVLF SAS shall contribute all of its shares of the Company, to-wit: 115,366 representing 15.39% of equity interest in the Company and simultaneously therewith, shall receive 50,159 new shares of Collins; and,
3. Financiere de Nonac SAS shall contribute all of its shares of the Company, to-wit: 115,366 representing 15.39% of equity interest in the Company and simultaneously therewith, shall receive 50,159 new shares of Collins; and,
4. Aleteia SAS shall contribute all of its shares of the Company, to-wit: 115,366 representing 15.39% of equity interest in the Company and simultaneously therewith, shall receive 50,159 new shares of Collins; and,
5. Laura HD Investissements, S.A.S., shall contribute all of its shares of the Company, to-wit: 185,768 representing 24.78% of equity interest in the Company and simultaneously therewith, shall receive 80,769 new shares of Collins; and,
6. Milan Vulcmirovic shall contribute all of his shares of the Company, to-wit: 85,768 representing 11.44% of equity interest in the Company and simultaneously therewith, shall receive 37,290 new shares of Collins; and,
7. Frederic Dechnik shall contribute all of his shares of the Company, to-wit: 16,600 representing 2.21% of equity interest in the Company and simultaneously therewith, shall receive 7,217 new shares of Collins.

A discussion ensued regarding the Shareholders' Agreement of the Company and

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- (b) LVLF SAS shall exchange 115,366 shares of MLF Common Stock for 50,159 shares of Collins Common Stock;
- (c) Financiere de Nonac SAS shall exchange 115,366 shares of MLF Common Stock for 50,159 shares of Collins Common Stock; and,
- (d) Aleteia SAS shall exchange 115,366 shares of MLF Common Stock for 50,159 shares of Collins Common Stock; and,
- (e) Laure HD Investissements, S.A.S. shall exchange 185,768 shares of MLF Common Stock for 80,769 shares of Collins Common Stock; and,
- (f) Milan Vukmirovic shall exchange 85,768 shares of MLF Common Stock for 37,290 shares of Collins Common Stock; and,
- (g) Frederic Dechnik shall exchange 16,600 shares of MLF Common Stock for 7,217 shares of Collins Common Stock.

3. Following the exchange of MLF Common Stock for Collin Common Stock as provided above, each share of MLF Common Stock issued and outstanding immediately prior to the Merger shall, by virtue of the Merger and without any action on the part of the holders thereof, shall be cancelled and cease to exist. Each share of Collins Common Stock issued and outstanding upon the effective date of the Merger, shall remain issued and outstanding as in effect prior to the Merger.

4. On and after the effective date of the Merger, Collins, as the surviving corporation, shall continue to exist as a domestic corporation under the laws of the State of Florida with all of the rights and obligations of a surviving domestic corporation as are provided by the Florida General Corporation Act.

5. On and after the effective date of the Merger, MLF shall cease to exist as a corporation under the laws of the State of Florida, and its property and assets shall become the property and assets of Collins, subject to all existing liabilities of MLF, which liabilities Collins assumes and agrees to pay.

6. On and after the effective date of the Merger, the directors and officers of Collins shall continue to be the directors and officers of Collins, until their resignation or removal or until their successors are duly elected and qualified.

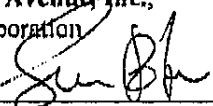
7. Collins may be served with process in the State of Florida in any proceeding for enforcement of any obligation of MLF, as well as for enforcement of any obligation of Collins arising from the Merger.

8. The Articles of Incorporation and Bylaws of Collins in effect on the effective date of the Merger shall continue to be the Articles of Incorporation and Bylaws of Collins.

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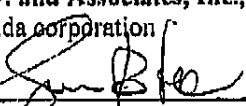
IN WITNESS WHEREOF, the authorized officers of Collins and MLF, in accordance with the Board of Directors and Shareholders meeting held on December 21st, 2009 have each caused this Agreement to be executed as the date first above written.

1220 Collins Avenue, Inc.,
a Florida corporation

By: 

Luc Robert, Director and Secretary

M.L.F. and Associates, Inc.,
a Florida corporation

By: 

Luc Robert, Director and Secretary

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AGREEMENT OF MERGER
(MLF into Collins)
(§607.1302, Florida Statutes)

This Agreement, is entered into as of December 31, 2009, by and between 1220 Collins Avenue, Inc., a Florida corporation, Inc. ("Collins"), and M.L.F. and Associates, Inc., a Florida corporation ("MLF") (Collins and MLF being collectively referred to as the "Constituent Corporations").

WITNESSETH:

WHEREAS, Collins is a corporation duly organized and existing under the laws of the State of Florida;

WHEREAS, MLF is a corporation duly organized and existing under the laws of the State of Florida;

WHEREAS, Collins has authorized capital of 1,000,000 shares of common stock having no par value ("Collins Common Stock"), of which 412,500 shares have been validly issued and are outstanding;

WHEREAS, MLF has authorized capital of 1,000,000 shares of common stock having no par value ("MLF Common Stock"), of which 749,600 shares have been validly issued and are outstanding;

WHEREAS, the Shareholders and the Boards of Directors of the Constituent Corporations hereto deem it advisable (and have heretofore unanimously approved), upon the terms and subject to the conditions herein stated, that MLF be merged with and into Collins and that Collins be the surviving corporation as per the Board of directors and Shareholder meeting held on December 21st, 2009.

NOW, THEREFORE, it is agreed as follows:

AGREEMENT

1. MLF shall be merged with and into Collins, with Collins as the surviving corporation (the "Merger"), in accordance with the Florida General Corporation Act.

2. All the MLF shareholders shall surrender their shares of MLF Common Stock in exchange for shares of Collins Common Stock at an exchange ratio of 2.3 shares of MLF Common Stock for 1.0 new shares of Collins Common Stock. Pursuant to the Merger, the holders of MLF Common Stock will automatically exchange their shares for Collins Common Stock as follows:

- (a) Zephyros Invest SA shall exchange 115,366 shares of MLF Common Stock for 50,159 shares of Collins Common Stock; and,

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deemed to be transferred to and shall be vested in Collins by virtue of the Merger without further act or deed; (iii) the title to any real estate vested by deed or otherwise, under the laws of any jurisdiction, in either of the Constituent Corporations, shall not revert or be in any way impaired by reason of the Merger; and (iv) all rights of creditors and all liens upon any property of any of the Constituent Corporations shall be preserved unimpaired, and all debts, liabilities and duties of the Constituent Corporations shall thenceforth attach to Collins and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by Collins.

(2) From and after the Effective Time, (i) the Articles of Incorporation and Bylaws of Collins, as existing immediately prior to the Effective Time, shall be the Articles of Incorporation and Bylaws of Collins subject to amendments adopted herein, if any, and any subsequent amendments; and (ii) the officers and directors of Collins holding office immediately prior to the Effective Time shall be the officers and directors of Collins, each to serve subject to Collins's Articles of Incorporation and Bylaws.

(b) Securities.

Each share of M.L.F. and Associates, Inc. ("MLF") common stock issued and outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the holder thereof, shall be cancelled and cease to exist as of the Effective Time. Each share of Collins common stock issued and outstanding upon the Effective Time, shall remain issued and outstanding as in effect immediately prior to the Merger.

FIFTH: Voting results for the Merger are as follows:

- (a) M.L.F. and Associates, Inc. The Plan was submitted to and unanimously approved by the shareholders and the board of directors of MLF by unanimous written consent, dated as of December 21, 2009, and all the issued and outstanding common stock of MLF unanimously voted for the Merger and the Plan, resulting in the approval of the Merger and Plan.
- (b) 1220 Collins Avenue, Inc. The Plan was submitted to and approved by the shareholders and the directors of Collins by unanimous written consent, dated as of December 21, 2009, and all the issued and outstanding common stock of Collins unanimously voted for the Merger and the Plan, resulting in the approval of the Merger and Plan.

1220 Collins Avenue, Inc.,
a Florida corporation

By: _____

Luc Robert, Director and Secretary

M.L.F. and Associates, Inc.,
a Florida corporation

By: _____

Luc Robert, Director and Secretary