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07/01/2011 10:49
Division of Corporations

(FAX)

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Florida Department of State
Division of Corporations
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To:

Division of Corporations
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From:

Account Name : CORPDIRECT AGENTS, INC.
Account Number : 110450000714
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**MERGER OR SHARE EXCHANGE
MZHCL, LLC**

Certificate of Status	0
Certified Copy	1
Page Count	08
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11 JUL -1 AM 9:55

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**Articles of Merger
For
Florida Profit or Non-Profit Corporation**

FILED
11 JUL -1 AM 5:29
CLERK OF STATE
TALLAHASSEE, FLORIDA

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109 or 617.0302, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Hayden Communications International, Inc. #706000092128	Florida	Corporation

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
MZHCI, LLC	New York	Limited Liability Company

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

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FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

1001 Ave of Americas, 4th Flr, Ste 411, New York, NY 10018

SEVENTH: If the surviving party is an out-of-state entity, the surviving entity:

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger.

b.) Agrees to promptly 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 s. 607.1302, F.S.

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EIGHTH: Signature(s) for Each Party:

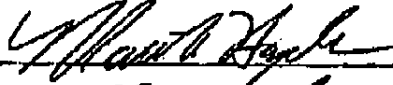
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Name of Entity/Organization:

Signature(s):

Typed or Printed
Name of Individual:

Hayden Communications International, Inc.



Matthew M. Hayden

MZHCI, LLC



Matthew M. Hayden

Corporations:

Chairman, Vice Chairman, President or Officer

(If no directors selected, signature of incorporator.)

General Partnerships:

Signature of a general partner or authorized person

Florida Limited Partnerships:

Signatures of all general partners

Non-Florida Limited Partnerships:

Signature of a general partner

Limited Liability Companies:

Signature of a member or authorized representative

Fees:

\$35.00 Per Party

Certified Copy (optional):

\$8.75

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PLAN OF MERGER

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
<u>Hayden Communications International, Inc.</u>	<u>Florida</u>	<u>Corporation</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
<u>MZHCI, LLC</u>	<u>New York</u>	<u>Limited Liability Company</u>

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

At the effective time of the merger, the outstanding shares of Hayden

Communications International, Inc. ("HCI") shall be canceled without

consideration. The outstanding membership interests of the surviving party shall

remain outstanding and are not affected by the merger. Upon the effective time

of the merger, the separate existence of HCI shall cease and the surviving party

(a) shall succeed, without other transfer, to all of the assets, rights, powers and

property of HCI, (b) shall succeed, without other transfer, to all of the debts,

liabilities and obligations of HCI in the same manner as if the surviving party had

itself incurred them.

(Attach additional sheet if necessary)

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FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

At the effective time of the merger, the outstanding shares of Hayden

Communications International, Inc. shall be canceled without consideration. The

outstanding membership interests of the surviving party shall remain outstanding

and are not affected by the merger.

(Attach additional sheet if necessary)

B. The manner and basis of converting the rights to acquire the interests, shares, obligations or other securities of each merged party into the rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

N/A

(Attach additional sheet if necessary)

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FIFTH: If a partnership is the survivor, the name and business address of each general partner is as follows:

N/A

(Attach additional sheet if necessary)

SIXTH: If a limited liability company is the survivor, the name and business address of each manager or managing member is as follows:

Matthew M. Hayden (Manager), 2975 Highway A1A #131, Melbourne Beach,

FL 32951

(Attach additional sheet if necessary)

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SEVENTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

N/A

(Attach additional sheet if necessary)

EIGHTH: Other provision, if any, relating to the merger are as follows:

The Articles of Organization of the surviving party as in effect
immediately prior to the effective time of the merger shall continue in full force
and effect as the Articles of Organization of the surviving party until duly amended
in accordance with the provisions thereof and applicable law.

(Attach additional sheet if necessary)

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