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Florida Department of State
Division of Corporations
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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

WELLINGTON LEASING, INC.

Certificate of Status	0
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Page Count	07
Estimated Charge	\$70.00

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ARTICLES OF MERGER

OF

WELLINGTON LEASING, LTD.
AND
WELLINGTON LEASING, INC.

INTO

WELLINGTON LEASING, INC.

The following Articles of Merger are submitted to merge the following Florida Profit Corporation in accordance with s 607.1109, 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>
Wellington Leasing, LTD.	New York	Corporation
Wellington Leasing, Inc.	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>
Wellington Leasing, Inc.	Florida	Corporation

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

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.

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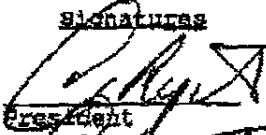
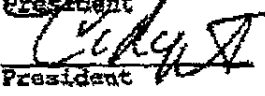
PAGE 86/87

- 2 -

FIFTH: 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, is:

November 30, 2006.

IN WITNESS WHEREOF, the parties hereto have caused this article of merger to be signed by an authorized officer.

Name	Signature	Name of Individual
Wellington Leasing, LTD	 President	Charles Rappaport
Wellington Leasing, Inc.	 President	Charles Rappaport

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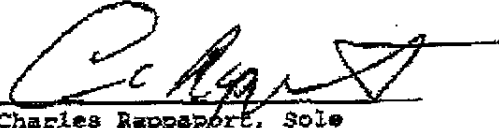
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PAGE 25/87

CONSENT IN LIEU OF MEETING
OF SOLE SHAREHOLDER AND DIRECTOR
OF WELLINGTON LEASING, LTD
TO MERGE SAID CORPORATION

THE UNDERSIGNED, being the sole shareholder and sole director of Wellington Leasing, Ltd., a New York corporation (the "Corporation"), in lieu of a special combined meeting of the shareholder and director, hereby consents, pursuant to the authority of Sections 615 and 708(b) of the Business Corporation Law of New York, to the merger of the Corporation pursuant to the Plan of Merger attached hereto.


Charles Rappaport, Sole
Shareholder & Director

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TALLAHASSEE, FLORIDA

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PLAN OF MERGER adopted on November 15, 2006 by Wellington Leasing, Ltd, a business corporation of the State of New York, and by its Board of Directors on said date, and adopted on November 15, 2006 by Wellington Leasing, Inc., a business corporation incorporated under the laws of the State of Florida, and by its Board of Directors on said date.

1. The participating corporations, Wellington Leasing, Ltd and Wellington Leasing, Inc., shall pursuant to the provisions of the Business Corporation Law of the State of New York, and the provisions of the laws of the State of Florida, be merged with and into a single corporation, to wit, Wellington Leasing, Inc. which shall be the surviving corporation at the effective time and date of the merger and which is sometimes hereinafter referred to as the "surviving corporation" and which shall continue to exist as said surviving corporation under its present name. The separate existence of Wellington Leasing, Ltd, which is sometimes hereinafter referred to as the "terminating corporation", shall cease at the effective time and date of the merger in accordance with the provisions of the Business Corporation Law of the State of New York.

2. The number of outstanding shares of the terminating corporation is one hundred (100) shares, all of which are entitled to vote.

3. The number of outstanding shares of the surviving corporation is one (1) shares, which are entitled to vote.

4. The Certificate of Incorporation of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization shall be the Certificate of Incorporation of said surviving corporation; and said Certificate

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