

P07000019966

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H11000125495 3)))



H110001254953ABC

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page.
Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850)617-6380

000150.147576

From: Account Name : CORPDIRECT AGENTS, INC.
Account Number : 110450000714
Phone : (850)222-1173
Fax Number : (850)224-1640

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: _____

**MERGER OR SHARE EXCHANGE
RED HOLDINGS GROUP, INC.**

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 1 |
| Page Count | 05 |
| Estimated Charge | \$78.75 |

RECEIVED
11 MAY -5 AM 8:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
2011 MAY -5 PM 4:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOOR
5/6/11
5/5/2011 4:17 PM

FILED

H110001254953
2011 MAY -5 PM 4:54

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

These Articles of Merger are made by **VENTURE SYNERGY (US) ACQUISITION I INC.** (the "Acquiring Company"), a Delaware corporation, in connection with a merger with **RED HOLDINGS GROUP, INC.** (the "Surviving Company"), a Florida corporation.

WITNESSETH as follows:

1. The Acquiring Company and the Surviving Company **HEREBY ADOPT** the Plan of Merger (the "Plan"), a copy of which is attached hereto as Exhibit A.
2. The Acquiring Company was organized under the laws of the State of Delaware on May 2, 2011 with number 4976532.
3. The Surviving Company was incorporated under the laws of the state of Florida on February 13, 2007 with number P07000019966.
4. The Plan of Merger was approved by the directors of the Surviving Company and the Acquiring Company on May 4, 2011.
5. The shareholders of the Surviving Company adopted the Plan on May 3, 2011.
6. The Plan of Merger was approved by the directors of the Acquiring Company on May 4, 2011.
7. This merger is to be effective on the filing date of these Articles of Merger with the Secretary of State of the State of Florida.

[Signature page follows]

H11000125495 3

IN WITNESS WHEREOF, each of the undersigned caused these Articles of Merger to be executed on May 4, 2011.

RED HOLDINGS GROUP, INC.

By: 
Name: Elliot Kracko
Title: President

**VENTURE SYNERGY (US) ACQUISITION
I INC.**

By: 
Name: Brad Huang
Title: President

H11000125495 3

H11000125495 3

EXHIBIT A

PLAN OF MERGER

This Plan of Merger is made on May 4, 2011 by **RED HOLDINGS GROUP, INC.** (the "Surviving Company"), a Florida corporation, in connection with a merger with **VENTURE SYNERGY (US) ACQUISITION I INC.**, a Delaware corporation (the "Acquiring Company").

NOW THEREFORE this Plan of Merger witnesseth as follows:

1. The constituent companies to this Plan of Merger are the Surviving Company and the Acquiring Company.
2. The Surviving Company is the surviving company of the Merger.
3. As of the effectiveness of the merger, Venture Synergy Limited, a British Virgin Islands corporation and parent of the Acquiring Company (the "Parent Purchaser"), will own five hundred and fifty (550) shares of common stock of the Surviving Company, representing 55% of the share capital of the Surviving Company and the existing shareholders of the Surviving Company will collectively own four hundred and forty (440) shares of common stock of the Surviving Company, representing 45% of the share capital of the Surviving Corporation.
4. At the initial closing of the merger, the Parent Purchaser shall pay \$10,000,000 million. Certificates representing three hundred and fifty (350) shares of common stock of the Surviving Corporation will be held by the joint representatives of the shareholders of the Surviving Corporation.
5. At the Second Closing, which is subject to confirmatory due diligence to the satisfaction of the Parent Purchaser, the Parent Purchaser shall pay \$27,000,000.
6. The Articles of Organization and By-Laws of the Surviving Company as in effect on the effective date of the merger shall be the Articles of Organization and By-Laws of the Surviving Company until the same shall be altered or amended or until new Articles of Organization are adopted as provided therein.
7. The Articles of Organization of the Acquiring Company were registered with the State of Delaware on May 2, 2011.
8. This merger is to be effective on the filing date of the Certificate of Merger with the Secretary of State of the State of Florida.

H11000125495 3

EXHIBIT A

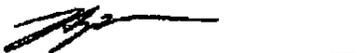
RED HOLDINGS GROUP, INC.

By: 

Name: Elliot Kracko

Title: President

**VENTURE SYNERGY (US) ACQUISITION
INC.**

By: 

Name: Brad Huang

Title: President