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MERGER OR SHARE EXCHANGE

Qvale Sports Cars, inc.

Certificate of Status	0
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merger News 1/30/07

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ARTICLES OF MERGER

(Profit Corporations)

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 and jurisdiction of the <u>surviving</u> corporation:		THE SE
Name	Jurisdiction	Document Number (If known/applicable)
Qvale Sports Cars, Inc.	Florida	P07000114130
Second: The name and jurisdiction of	each merging corporation:	FLORE
Name	Jurisdiction	Document Number (If known/ applicable)
Qvale Sports Cars, Ltd.	California	
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Third: The Plan of Merger is attached.	, , , , , , , , , , , , , , , , , , , ,	
Fourth: The merger shall become effect Department of State.	ctive on the date the Articles	of Merger are filed with the Florida
OR / / (Enter a sp than 90 d	ecifio date. NOTE: An effective d ays after merger file date.)	ate cannot be prior to the date of filing or more
Fifth: Adoption of Merger by <u>survivi</u> . The Plan of Merger was adopted by the	ng corporation - (COMPLETE shareholders of the surviving	ONLY ONE STATEMENT) G Corporation on November 15, 2007
The Plan of Merger was adopted by the and shareho	board of directors of the survolder approval was not require	
Sixth: Adoption of Merger by merging The Plan of Merger was adopted by the		ONLY ONE STATEMENT) corporation(s) on November 15. 2007.
The Plan of Merger was adopted by the and shareho	board of directors of the mer	
· • .		

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation	Signature of an Officer or Director	Typed or Printed Name of Individual & Title Bruce H. Qvale, President	
Qvale Sports Cars, Inc.			
Qvale Sports Cars, Ltd.	aussel-	Bruce H. Qvale, President	
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AGREEMENT OF MERGER CORPORATIONS

This Agreement of Merger is entered into between Quale Sports Cars, Ltd., a California corporation ("Qvale California"), and Qvale Sports Cars, Inc., a Florida corporation ("Qvale Florida").

- 1. Quale Florida shall be the surviving corporation.
- 2. Quale California shall be merged with and into Quale Florida.
- 3. Upon the effectiveness of the merger, each outstanding share of Qvale California shall be cancelled without consideration, and each outstanding share of Qvale Florida shall be unaffected.
- . 4. Quale California shall, from time to time, as and when requested by Quale Florida, execute and deliver all such documents and instruments and take all such action necessary or desirable to evidence or carry out this merger.
- The effect of the merger, and the effective date of the merger, are as prescribed by law.

IN WITNESS WHEREOF the parties have executed this Agreement of Merger as of November 15, 2007.

Qvale Sports Cars, Ltd. a California corporation

By:

Bruce H. Qvale

President

By: Bruce H. Qvale

Secretary

Quale Sports Cars, Inc. a Florida corporation

By:

Bruce H. Qvale

President

By: Bruce H. Qvale

Secretary