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Account Number : 075500004387
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TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE

ALPS HOLDING CORPORATION

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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 surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
ALPS HOLDING CORPORATION	NEVADA	

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
ALPS HOLDING CORPORATION	FLORIDA	P07000133955
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR 05/22/08 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on May 19, 2008.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on May 19, 2008.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

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PLAN OF MERGER

THIS PLAN OF MERGER, made and entered into as of the 19th day of May, 2008, by and between ALPS HOLDING CORPORATION, a Florida corporation (the "Merged Corporation"), and ALPS HOLDING CORPORATION, a Nevada corporation (the "Surviving Corporation").

WITNESSETH:

WHEREAS, the Merged Corporation is a Florida corporation and currently has 100,000 shares of common stock issued and outstanding of which 1,000 shares are designated as voting common stock and 99,000 shares are designated as non-voting common stock;

WHEREAS, the Surviving Corporation is a Nevada corporation and currently has 100,000 shares of common stock issued and outstanding of which 1,000 shares are designated as voting common stock and 99,000 shares are designated as non-voting common stock;

WHEREAS, the Sole Director (the "Board") of the Merged Corporation deems it advisable and in the best interests of the Merged Corporation to merge with and into the Surviving Corporation pursuant to Florida Statutes Section 607.1101, Nevada Revised Statutes 92A and Sections 368 (a)(1)(A) and 368(a)(2)(D) of the Internal Revenue Code of 1986, as amended, entitled "Statutory Merger or Consolidation" so that no gain or loss will be recognized by the Merged Corporation for federal income tax purposes, and the Board deems it advisable that the Surviving Corporation shall be the surviving corporation and its corporate existence as a continuing corporation under the laws of the State of Nevada shall not be affected in any manner by reason of the merger except as set forth herein (hereinafter called the "Merger"); and

WHEREAS, this Plan of Merger was approved and adopted by the Board and the sole Shareholder of the Merged Corporation and by the Board and sole Shareholder of the Surviving Corporation in the manner prescribed by Florida Statutes Chapter 607 and Nevada Revised Statutes 92A.

NOW, THEREFORE, in consideration of the mutual covenants, agreements and provisions contained herein, the parties hereto agree, in accordance with the provisions of Florida Statutes Chapter 607 and *Nevada Revised Statutes 92A*, the Merged Corporation shall be and hereby is merged with and into the Surviving Corporation, and that the terms and conditions of the Merger, the mode of carrying the same into effect, and the manner and basis of converting or otherwise dealing with the shares of stock of the Merged Corporation shall be as hereinafter set forth.

ARTICLE I CORPORATE EXISTENCE

A. Upon the Merger becoming effective, (i) the separate existence of the Merged Corporation shall cease, (ii) the Surviving Corporation shall continue and be governed by the laws of the State of Nevada, (iii) all property, real, personal, tangible and intangible and mixed, of every

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kind, make and description, and all rights, privileges, powers and franchises, whether or not by their terms assignable, all immunities of a public and of a private nature, all debts due on whatever account and all other choses in action belonging to the Merged Corporation shall be taken and be deemed to be transferred to and vested in the Surviving Corporation and shall be thereafter as effectively the property of the Surviving Corporation as they were the property of the Merged Corporation, and (iv) the title to any property, real, personal, tangible, intangible or mixed, wherever situated, and the ownership of any right or privilege vested in the Merged Corporation shall not revert or be lost or be adversely affected or be in any way impaired by reason of the Merger, but shall vest in the Surviving Corporation. Upon the Merger becoming effective, all rights of creditors and all liens upon the property of the Merged Corporation shall be preserved unimpaired, limited to the property affected by such liens at the time of the Merger becoming effective, and all debts, contracts, liabilities, obligations and duties of the Merged Corporation shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as they had been incurred or contracted by it.

B. The identity, existence, purposes, powers, franchises, rights and immunities, whether public or private, of the Surviving Corporation shall continue unaffected and unimpaired by the Merger, except as modified in this Agreement.

ARTICLE II

ARTICLES OF INCORPORATION OF SURVIVING CORPORATION

The Articles of Incorporation of the Merged Corporation in effect immediately prior to the time the Merger becomes effective shall, upon the Merger becoming effective, be and remain the Articles of Incorporation of the Surviving Corporation until the same shall be altered, amended or repealed in the form attached hereto as Exhibit B.

ARTICLE III

BYLAWS OF SURVIVING CORPORATION

The Bylaws of the Merged Corporation in effect immediately prior to the time the Merger becomes effective shall, upon the Merger becoming effective, be and remain the Bylaws of the Surviving Corporation until the same shall be altered, amended or repealed.

ARTICLE IV

BOARD OF DIRECTORS, OFFICERS AND SHAREHOLDER OF SURVIVING CORPORATION

The Board of Directors, officers and shareholder of the Merged Corporation in effect immediately prior to the time the Merger becomes effective, shall, upon the Merger becoming effective, be and remain the Directors, officers and shareholder of the Surviving Corporation until their successors are elected and qualified or the shareholder transfer its ownership in the Surviving Corporation.

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**ARTICLE V
MANNER OF CONVERTING SHARES**

Each share of Common Stock of the Merged Corporation issued and outstanding immediately prior to the Merger shall be converted into one issued and outstanding share of Common Stock of the Surviving Corporation.

**ARTICLE VI
APPROVAL OF MERGER**

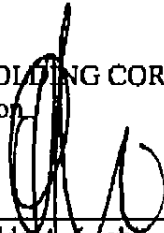
This Plan of Merger has been approved by the Board and the sole Shareholder of the Merged Corporation as of May 19, 2008, by the Board and the sole Shareholder of the Surviving Corporation, as of May 19, 2008, in each instance as provided by Florida Statutes Section 607.1103 and Nevada Revised Statutes 92A.

**ARTICLE VII
EFFECTIVE DATE OF MERGER**

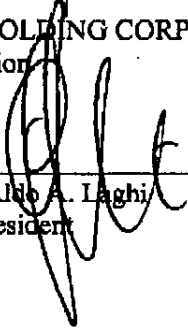
This Merger shall become effective at the end of business upon the date Articles of Merger are filed with the Florida Department of State.

IN WITNESS WHEREOF, the Merged Corporation and the Surviving Corporation have signed this Agreement under their corporate seals on the day and year first above written.

ALPS HOLDING CORPORATION, a Florida
corporation

By: 
Name: Aldo A. Laghi
Title: President

ALPS HOLDING CORPORATION, a Nevada
corporation

By: 
Name: Aldo A. Laghi
Title: President