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MERGER OR SHARE EXCHANGE

Beachside Enterprises of South Florida, Inc.

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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)
<u>BEACHSIDE ENTERPRISES OF SOUTH FLORIDA, INC.</u>	<u>FLORIDA</u>	<u>P08000015175</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (if known/ applicable)
<u>BEACHSIDE ENTERPRISES, INC</u>	<u>NEW YORK</u>	<u>N/A</u>
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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 / / (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 FEBRUARY 13, 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 FEBRUARY 13, 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)

Seventh: SIGNATURES FOR EACH CORPORATIONName of CorporationSignature of an Officer or
DirectorTyped or Printed Name of Individual & TitleBEACHSIDE ENTERPRISES OF SOUTH FLORIDA, INC*Nanette Roberts*NANETTE ROBERTSBEACHSIDE ENTERPRISES, INC*Nanette Roberts*NANETTE ROBERTS

PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:

NameJurisdictionBEACHSIDE ENTERPRISES OF SOUTH FLORIDA, INC.FLORIDA

Second: The name and jurisdiction of each merging corporation:

NameJurisdictionBEACHSIDE ENTERPRISES, INC.NEW YORK

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

BEACHSIDE ENTERPRISES OF SOUTH FLORIDA, INC., a Florida Corporation, is owned by NANETTE ROBERTS. BEACHSIDE ENTERPRISES, INC., a New York Corporation, is owned by NANETTE ROBERTS. Ownership of the surviving entity (BEACHSIDE ENTERPRISES OF SOUTH FLORIDA, INC.) will remain the same. The surviving Florida entity (BEACHSIDE ENTERPRISES OF SOUTH FLORIDA, INC.) will retain the FEI Number of the New York Corporation.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

All owners have the same interest in both entities to before the merger. ownership percentage will remain the same after the merger.

(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

N/A

OR

Restated articles are attached:

N/A

Other provisions relating to the merger are as follows:

N/A