

PD8000038933

Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE

CTE Acquisition, Inc.

Certificate of Status	1
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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)
CTE Acquisition, Inc.	Florida	P08000038933

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Consul-Tech Enterprises, Inc.	Florida	P01000071375

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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 6 / 6 / 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 June 4, 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 30, 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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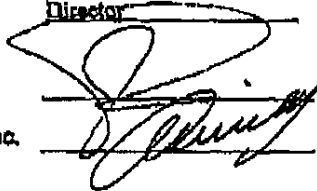
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

Typed or Printed Name of Individual & Title

CYE Acquisition, Inc.



Frederik K. Riefkohl, Secretary & Treasurer

Consul-Tech Enterprises, Inc.

Carlos Mallol, President

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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:

NameJurisdictionCTE Acquisition, Inc.Florida

Second: The name and jurisdiction of each merging corporation:

NameJurisdictionConsul-Tech Enterprises, Inc.Florida

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

At the effective time of the merger, Consul-Tech Enterprises, Inc. ("Consul-Tech") shall be merged with and into CTE Acquisition, Inc. (the "Surviving Corporation") and the separate existence of Consul-Tech shall cease.

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:

See attached Exhibit A.

(Attach additional sheets if necessary)

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JUN-06-2008 FRI 01:14 PM Murai Wald Biondo

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THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

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

Article I of the Articles of Incorporation of the Surviving Corporation shall be amended to read as follows: "The name of the corporation is Consul-Tech Enterprises, Inc."

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

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If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

N/A

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

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EXHIBIT A

4. The manner and basis of converting the interests, 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:

Each shareholder of Consul-Tech shall receive 0.74607329842 shares of the Class B Common Stock of CSA Holdings, Inc., the parent of the Surviving Corporation (the "CSA Shares"), for each share of the Class A Common Stock of Consul-Tech owned by such shareholder, subject to the following:

(a) 80% of the CSA Shares shall be issued and delivered to the shareholders of Consul-Tech promptly following the merger;

(b) 20% of the CSA Shares shall be issued, based on the same exchange rate, after expiration of the applicable indemnity period, and the number of such CSA Shares to be issued at such time shall be reduced by closing balance sheet adjustment and post-closing claims for indemnity made by the Surviving Corporation against such shares including by reason of liabilities of Consul-Tech attributable to its pre-merger operations that are asserted against the Surviving Corporation and by reason of losses to the Surviving Corporation attributable to breaches of representations and warranties made by Consul-Tech in connection with the merger.

Each issued and outstanding share of the Common Stock of the Surviving Corporation shall not be converted in any manner, but shall remain issued and outstanding.