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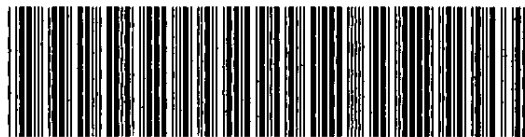
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06/30/08--01032--014 **35.00

EFFECTIVE DATE

July 1, 2008

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
JUN 30 AM 9:29

Merger

10 7/2/08

RICHARD S. WEINSTEIN, P.A.

ATTORNEY AND COUNSELOR AT LAW

312 S. OLD DIXIE HIGHWAY, SUITE 206
JUPITER, FLORIDA 33458

TELEPHONE (561) 745-3040
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richsw@richardweinstein.net

MEMBER FLORIDA
AND NEW YORK BARS

VIA FEDERAL EXPRESS

Amendment Section
Florida Department of State
2661 W. Executive Center Circle
Tallahassee, FL 32301-5020

*Re: Merger of The Sonnenreich Corporation, a New York Corporation, with
The Sonnenreich Corporation, Inc., a Florida Corporation*

Dear Sir or Madam:

Enclosed herewith for filing is the Certificate of Merger for the above referenced merger, with the Plan of Merger attached. Checks totaling \$70.00 for filing fee are also enclosed.

Please communicate with this office as to any issues relating to this filing.

Very truly yours,



Richard S. Weinstein

CERTIFICATE OF MERGER

OF

THE SONNENREICH CORPORATION, a New York corporation

and

THE SONNENREICH CORPORATION, INC., a Florida corporation

into

THE SONNENREICH CORPORATION, INC., a Florida corporation
Under section 607.1105, Florida Statutes

EFFECTIVE DATE
July 1, 2008

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
08 JUN 30 AM 9:29

1. (a.) The names of each constituent corporation to the merger are THE SONNENREICH CORPORATION, a New York Corporation, and THE SONNENREICH CORPORATION, INC., a Florida Corporation.

(b.) The name of the surviving corporation is THE SONNENREICH CORPORATION, INC., a Florida Corporation.
2. (a.) THE SONNENREICH CORPORATION (New York) has 200 shares, of no par value, entitled to vote.

(b.) THE SONNENREICH CORPORATION, INC., a Florida Corporation, has no shares outstanding which are entitled to vote. The corporation is authorized to issue 200 shares, of no par value.

(c.) The number of shares mentioned above is not subject to change prior to the effective date of the merger.
3. The effective date of this merger is July 1, 2008.
4. The Certificate of Incorporation for THE SONNENREICH CORPORATION, INC., a Florida corporation, was filed with the Department of State of the State of Florida on June 20, 2008 under Document No. P08000060137, and the corporation has not filed an

application for authority to do business in New York. THE SONNENREICH CORPORATION was incorporated under the laws of the State of New York on July 17, 1998.


5. The merger was authorized on June 25, 2008 by resolution of the Board of Directors of THE SONNENREICH CORPORATION, INC., a Florida corporation. Pursuant to section 607.1103(7), Florida Statutes, shareholder approval was not necessary, as the Articles of Incorporation Corporation have not changed and the corporation has not issued any shares. There are no subscribers for whom subscriptions were accepted, nor are there any successors in interest. The merger was approved on June 25, 2008 by a unanimous vote of all the shareholders of THE SONNENREICH CORPORATION, a New York corporation, which has complied with all the applicable provisions of the laws of the State of New York. The laws of both New York and Florida permit a merger as effected herein.

6. The plan of merger has not been abandoned.

Dated: June 25, 2008 at Palm Beach Gardens, Florida


THE SONNENREICH CORPORATION, a New York corporation

By:


William F. Sonnenreich, Vice President

THE SONNENREICH CORPORATION, INC., a Florida corporation

By:

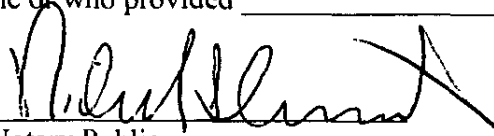

William F. Sonnenreich, Vice President

STATE OF FLORIDA
COUNTY OF PALM BEACH

Before me, the undersigned authority, personally appeared William F. Sonnenreich, Vice-President of THE SONNENREICH CORPORATION, a New York Corporation, on behalf of the corporation, who acknowledged to me that he executed the foregoing instrument, this 25 day of June, 2008, and who is personally known to me or who provided _____ as identification.



RICHARD S. WEINSTEIN
MY COMMISSION # DD 499560
EXPIRES: January 8, 2010
Bonded Thru Budget Notary Services



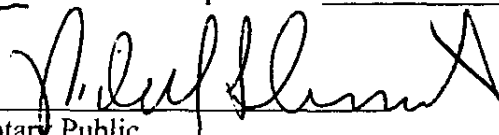
Notary Public
My Commission expires:

STATE OF FLORIDA
COUNTY OF PALM BEACH

Before me, the undersigned authority, personally appeared William F. Sonnenreich, Vice-President of THE SONNENREICH CORPORATION, INC., a Florida Corporation, on behalf of the corporation, who acknowledged to me that he executed the foregoing instrument, this 25 day of June, 2008, , and who is personally known to me or who provided _____ as identification.



RICHARD S. WEINSTEIN
MY COMMISSION # DD 499560
EXPIRES: January 8, 2010
Bonded Thru Budget Notary Services



Notary Public
My Commission expires:

PLAN OF MERGER
OF
THE SONNENREICH CORPORATION, a New York corporation
and
THE SONNENREICH CORPORATION, INC., a Florida corporation
into
THE SONNENREICH CORPORATION, INC., a Florida corporation

The following plan of merger has been adopted by the Boards of Directors of THE SONNENREICH CORPORATION, a New York corporation, and THE SONNENREICH CORPORATION, a Florida corporation, at meetings of the Boards of each corporation held on June 25, 2008, pursuant to section 902 of the New York Business Corporation Law and section 607.1101, Florida Statutes.

1. (a) The names of each constituent corporation to the merger are THE SONNENREICH CORPORATION, a New York corporation, which was duly incorporated under the laws of the State of New York on or as of the 17th day of June, 1998 and THE SONNENREICH CORPORATION, INC., a Florida corporation, which was duly incorporated under the laws of the State of Florida on June 20, 2008.

(b) The name of the surviving corporation is THE SONNENREICH CORPORATION, INC., a Florida corporation.

2. (a) THE SONNENREICH CORPORATION, a New York corporation, is authorized to issue 200 shares entitled to vote.

(b) THE SONNENREICH CORPORATION, INC., a Florida corporation, is authorized to issue 200 shares entitled to vote.

(c) The number of shares mentioned above is not subject to change prior to the effective date of the merger.

3. The terms and conditions of the merger, which is permitted under the laws of the State of New York and the State of Florida, are as follows:

Until altered, amended or repealed, the by-laws of THE SONNENREICH CORPORATION, INC., a Florida corporation, a constituent corporation, as in effect on the date the merger becomes effective, shall be the by-laws of the surviving corporation.

The first annual meeting of the shareholders of the surviving corporation held after the date of this merger shall be the next annual meeting provided for by the bylaws of THE SONNENREICH CORPORATION, INC., a Florida corporation, a constituent corporation.

4. Upon such merger, the separate corporate existence of THE SONNENREICH CORPORATION, a New York corporation, shall cease and the surviving corporation shall become the owner, without other transfer, of THE SONNENREICH CORPORATION, a New York corporation, and its subsidiaries, and all the rights and property of the constituent corporations, and the surviving corporation shall become subject to all the liabilities, obligations

and penalties of the constituent corporations.

5. The purposes, county where the principal office for the transaction of business shall be located, number of directors, and capital stock of the surviving corporation shall be as appears in the certificate of incorporation of the surviving corporation as amended and as herein set forth.

6. THE SONNENREICH CORPORATION, INC., a Florida corporation:

a) has not filed an application to do business in the State of New York and shall not conduct business in the State of New York until an application for such authority shall have been filed with the New York Department of State;

b) may be served with process in the State of New York in any action or special proceeding for the enforcement of any liability or obligation of any domestic or foreign entity, previously amendable to suit in New York, and for the enforcement of the right of shareholders of THE SONNENREICH CORPORATION, a New York corporation, to receive payment for their interests against the surviving corporation;

c) designates the New York Secretary of State as its agent upon whom process may be served in any action or special proceeding, such process to be mailed by the Secretary of State to William F. Sonnenreich, 347 Vizcaya Drive, Palm Beach Gardens, Florida 33418;

d) subject to the provisions of sections 623 of the New York Business Corporation Law, and any applicable statute, will promptly pay to the shareholders of THE SONNENREICH CORPORATION, a New York Corporation, the amount, if any, to which they shall be entitled under New York law relating to the right of shareholders to receive payment for their interests;

e) has paid all fees and taxes, including penalties and interest due and payable; an estimated cessation franchise tax report has been filed, and a final report will be filed by the surviving corporation within thirty (30) days after the filing of the Certificate of Merger together with payment of any fees or taxes as may be due; and

f) maintains an office at 347 Vizcaya Drive, Palm Beach Gardens, Florida 33418, where the merger agreement may be inspected.

7. The manner and basis of converting the shares of the constituent corporations into shares of the surviving corporation shall be as follows:

(a) Each share of common stock of no par value of THE SONNENREICH CORPORATION, INC., a Florida corporation, issued and outstanding on the effective date of the merger shall continue to be one share of common stock, of no par value, of the surviving corporation, and

(b) Each share of common stock of no par value of THE SONNENREICH CORPORATION, a New York corporation, issued and outstanding on the effective date of the merger shall be changed and converted into one (1) share of common stock of no par value, of

the surviving corporation, which shares of common stock of the surviving corporation shall thereupon be issued and outstanding, provided, however, that no fractional shares of the surviving corporation shall be issued, and in lieu of the issuance of fractional shares to which any holder of the common stock of THE SONNENREICH CORPORATION, a New York corporation, would otherwise be entitled as a result of the conversion, a payment in cash shall be made equal to the value of such fraction, based on the market value of such common stock on the effective date.

(c) Any and all shares of common stock of THE SONNENREICH CORPORATION, a New York corporation, held by THE SONNENREICH CORPORATION, a New York corporation, in its treasury on the effective date of the merger shall forthwith be surrendered to the surviving corporation for cancellation, and no shares of the surviving corporation shall be issued or issueable in respect thereof.

(d) After the effective date of the merger holders of certificates for shares of common stock in THE SONNENREICH CORPORATION, a New York corporation, shall surrender them to the surviving corporation, or its duly appointed agent, in such manner as the surviving corporation shall legally require. On receipt of said share certificates, the surviving corporation shall issue in exchange therefor a certificate of shares of common stock in surviving corporation representing the number of shares of such stock to which such holder shall be entitled as hereinabove set forth.

(e) In addition, such shareholder shall be entitled to receive any dividends on such shares of common stock of the surviving corporation which may have been declared and paid between the effective date of the merger and the issuance to such shareholder of the certificate of such common stock. Holders of certificates of common stock of THE SONNENREICH CORPORATION, a New York corporation, shall not be entitled to dividends payable on shares of stock in the surviving corporation unless and until said shareholders of such certificates have been issued certificates of common stock in surviving corporation as hereinabove provided.

8. Neither THE SONNENREICH CORPORATION, a New York corporation, nor THE SONNENREICH CORPORATION, INC., a Florida corporation, the surviving corporation, shall prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except as contemplated by this plan.

9. This merger plan has been approved in the manner provided by the applicable laws of the States of New York and Florida at a meeting held on June 25, 2008.

10. The directors of either constituent corporation may, in their discretion, abandon this merger, subject to the rights of third parties under and contracts relating thereto, without further action or approval by the shareholders of the corporation, at any time before the merger has been completed. This plan of merger may be executed in any number of counterparts, and all such counterparts and copies shall be and constitute an original instrument.

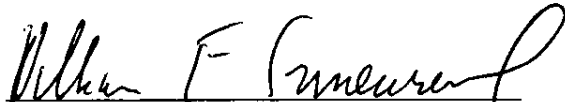
11. The merger shall be effective on July 1, 2008.

IN WITNESS WHEREOF, the parties hereto have caused this plan of merger to be

executed by their respective officers and directors and have caused their respective corporate seals to be impressed hereon on this 25th day of June, 2008.

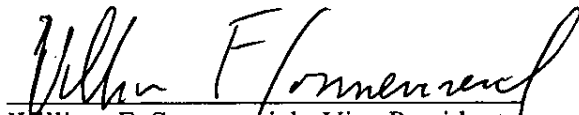
THE SONNENREICH CORPORATION, a New York corporation

By:


William F. Sonnenreich, Vice President

THE SONNENREICH CORPORATION, INC., a Florida corporation

By:

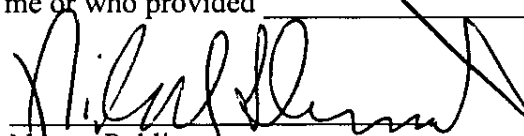

William F. Sonnenreich, Vice President

STATE OF FLORIDA
COUNTY OF PALM BEACH

Before me, the undersigned authority, personally appeared William F. Sonnenreich, Vice-President of THE SONNENREICH CORPORATION, a New York Corporation, on behalf of the corporation, who acknowledged to me that he executed the foregoing instrument, this 25th day of June, 2008, and who is personally known to me or who provided _____ as identification.



RICHARD S. WEINSTEIN
MY COMMISSION # DD 499560
EXPIRES: January 8, 2010
Bonded Thru Budget Notary Services

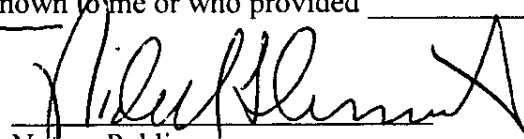

Notary Public
My Commission expires:

STATE OF FLORIDA
COUNTY OF PALM BEACH

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Notary Public
My Commission expires: