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DIVISION OF CORPORATIONS

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MERGER OR SHARE EXCHANGE

RP 50, inc.

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

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ARTICLES OF MERGER
OF MG 50, INC., a Florida Corporation
INTO RP 50, INC., a Florida Corporation

EFFECTIVE DATE

12/31/2011

ARTICLES OF MERGER between MG 50, INC., a Florida corporation, and RP 50, INC., a Florida corporation.

Pursuant to Section 607.1105 of the Florida Business Corporation Act, MG 50, INC., and RP 50, INC., adopt the following Articles of Merger.

1. The Agreement and Plan of Merger executed on the 30th day of December, 2011, was approved by and adopted by the stockholders of MG 50, INC. on the 30th day of December, 2011 and was approved and adopted by the sole stockholder of RP 50, INC. on the 30th day of December, 2011.
2. Pursuant to the Agreement and Plan of Merger, on the effective date of the merger all issued and outstanding common stock of MG 50, INC. will be notionally converted into and exchanged for RP 50, INC. common stock as set forth in the Agreement and Plan of Merger. By operation of law, all of MG 50, INC.'s common stock so converted and exchanged for RP 50, INC. common stock shall be cancelled and MG 50, INC. shall cease to exist as a corporate entity. Upon this merger of MG 50, INC. and RP 50, INC., the surviving corporation shall be RP 50, INC.
3. The Agreement and Plan of Merger is attached and incorporated by reference as if fully set forth.
4. Pursuant to Section 607.1105(1)(b) of the Act, the date and time of the effectiveness of the Merger shall be the 31st of December, 2011.

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Articles of Merger
Merging MG 50, INC., a Florida corporation
into RP 50, INC., a Florida corporation
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IN WITNESS WHEREOF, the parties have set their hands this 30th day of December,
2011.

RP 50, INC.,
a Florida corporation

By:



RENE DE PICCIOTTO, President

MG 50, INC.,
a Florida corporation

By:



RENE DE PICCIOTTO, President

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**AGREEMENT AND PLAN OF MERGER
MERGING MG 50, INC., a Florida corporation
INTO RP 50, INC., a Florida corporation**

Merger of MG 50, INC., a Florida corporation (hereinafter "MG 50, INC."), into RP 50, INC., a Florida corporation (hereinafter "RP 50, INC."). This merger is being effected pursuant to this Agreement and Plan of Merger ("Agreement and Plan") in accordance with Section 607.1101 of the Florida Business Corporation Act.

1. Articles of Incorporation. Except as stated in item four (4) below, the Articles of RP 50, INC. shall, without any changes, be the Articles of the surviving corporation from and after the date this Agreement and Plan becomes effective, which date shall be the date on which Articles of Merger are filed with the Secretary of State of the State of Florida, until amended as permitted by law.
2. Distribution to Stockholders of the Constituent Corporations. Upon the date this Agreement and Plan becomes effective, each share of MG 50, INC.'s common stock that shall be issued and outstanding at that time shall without more be notionally converted into and exchanged for RP 50, INC. common stock as set forth in Exhibit "A". By operation of law, all of MG 50, INC.'s common stock so converted and exchanged for RP 50, INC. common stock shall be cancelled and MG 50, INC. shall cease to exist as a corporate entity. Each share of RP 50, INC.'s common stock that is issued and outstanding on the date this Agreement and Plan becomes effective shall remain outstanding. MG 50, INC. and RP 50, INC. may hereinafter be referred to collectively as the "Constituent Corporations."

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Agreement and Plan of Merger
Merging MG 50, INC., a Florida corporation
into RP 50, INC., a Florida corporation
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3. Satisfaction of Rights of MG 50, INC.'s Stockholders. All shares of RP 50, INC. stock into which shares of MG 50, INC. shall have been converted, and for which MG 50, INC. shares become exchangeable pursuant to this Agreement and Plan shall be deemed to have been paid in full satisfaction of such converted shares.
4. Effect of Merger. On the date this Agreement and Plan becomes effective, the separate existence of MG 50, INC. shall cease, and RP 50, INC. shall be fully vested in MG 50, INC.'s rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties.
5. Supplemental Action. If at any time after this Agreement and Plan becomes effective, MG 50, INC. or RP 50, INC. shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out provisions of this Agreement and Plan, the appropriate officers of MG 50, INC. or RP 50, INC. as the case may be, whether past or remaining in office, shall execute and deliver upon the request of MG 50, INC. or RP 50, INC. any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in RP 50, INC., or to otherwise carry out the provisions of this Agreement and Plan.
6. Filing With the Secretary of the State of Florida. MG 50, INC. and RP 50, INC. shall cause their Presidents to execute, acknowledge and file Articles of Merger with the Secretary of State of the State of Florida, pursuant to Section 607.1105 of the Florida Business Corporation Act.

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Agreement and Plan of Merger
Merging MG 50, INC., a Florida corporation
into RP 50, INC., a Florida corporation
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7. Amendment and Waiver. Any of the terms or conditions of this Agreement and Plan may be waived at any time by any one of the Constituent Corporations which is, or the stockholder of which is, entitled to the benefit thereof by action taken by the Board of Directors of such party, or may be amended or modified in whole or in part at any time prior to the vote of the stockholders of the Constituent Corporations by an agreement in writing executed in the same manner.
8. Termination. At any time before the date this Agreement and Plan becomes effective, this Agreement and Plan may be terminated and the merger abandoned by mutual consent of the Boards of Directors of both Constituent Corporations, notwithstanding favorable action by the stockholders of the respective Constituent Corporations.

Dated this 30th day of December, 2011.

RP 50, INC.,
a Florida corporation

By:

RENÉ DE PICCIOTTO, Director

MG 50, INC.,
a Florida corporation

By:

RENÉ DE PICCIOTTO, Director

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Agreement and Plan of Merger
Merging MG 50, INC., a Florida corporation
into RP 50, INC., a Florida corporation
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Exhibit "A"

The issued and outstanding common stock of RP 50, INC. shall be held as follows upon the date this Agreement and Plan becomes effective:

1. SOUHAL TRADER LTD., a British Virgin Islands company, shall own fifty percent (50%) of the issued and outstanding common stock of RP 50, INC.
2. MEADE MANAGEMENT LTD., a British Virgin Islands company, shall own thirty three and thirty four hundredths percent (33.34%) of the issued and outstanding common stock of RP 50, INC.
3. WALTON TRADER LTD., a British Virgin Islands company, shall own sixteen and sixty six hundredths percent (16.66%) of the issued and outstanding common stock of RP 50, INC.

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