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EFFECTIVE DATE
8-31-09

FILED
2009 AUG 24 AM 10:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Merger

TB

AUG 26 2009



the
NOSSIFF
LAW FIRM, LLP

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JOHN G. NOSSIFF
ATTORNEY AT LAW

First Class Mail

August 21, 2009

Amendment Section
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Re: Certificate of Merger of Shefts Associates, Inc. and SPST Holding Corp.

Dear Sir/Madam:

We are legal counsel to Shefts Associates, Inc., a New Jersey Corporation, and SPST Holding Corp., a Florida corporation.

Enclosed for filing on behalf of the Shefts Associates, Inc. are the following documents:


- Executed Certificate of Merger (duplicate)
- A check in the amount of \$70.00 in payment of the applicable filing fee (\$35.00 for each corporation)

Please note that the effective date of the merger is August 31, 2009.

Please call me with any questions at 978.409.2648.

Sincerely,

The Nossiff Law Firm, LLP


John G. Nossiff

**CERTIFICATE OF MERGER
SHEFTS ASSOCIATES, INC.**

1. NAME OF CORPORATIONS PARTY TO MERGER:

SPST Holding Corp., a Florida Corporation
Shefts Associates, Inc., a New Jersey Corporation

2. NAME OF SURVIVING CORPORATION:

Shefts Associates, Inc., a New Jersey Corporation

3. DATE OF BOARD OF DIRECTOR APPROVALS OF MERGER

SPST Holding Corp.: August 20, 2009
Shefts Associates, Inc.: August 20, 2009

4. DATE OF SHAREHOLDER APPROVALS OF MERGER

SPST Holding Corp.

Date of Approval by unanimous written consent:	August 20, 2009
Number of Shares Entitled to Vote:	2,000
Number of Shares Voted FOR Merger:	2,000
Number of Shares Voted AGAINST Merger:	0

Shefts Associates, Inc.

Date of Approval (written consent):	August 20, 2009
Number of Shares Entitled to Vote:	100
Number of Shares Voted FOR Merger:	100
Number of Shares Voted AGAINST Merger:	0

- 5. PLAN OF MERGER:** Upon the terms and subject to the conditions of this Agreement, and in accordance with the relevant provisions of the New Jersey Business Corporation Act ("NJCA") and the Florida Corporation Law (the "FCL"), SPST will at the Effective Time (as defined herein) merge with and into SA and SA shall be the surviving corporation ("Merger"). At the Effective Time of the Merger, each issued and outstanding share of common stock of SPST, ("Common Stock") shall be converted into the right to receive 1/20th of one share of common stock of SA. Thus, an aggregate of one hundred (100) shares of common stock of SA will be issued to the shareholders of SPST in connection with the Merger. There are no outstanding rights to acquire Common Stock of SPST.

- 6. EFFECTIVE TIME OF MERGER:** The Merger will become effective August 31, 2009.

- 7. COMPLIANCE WITH LAWS:** Upon the filing of these Articles of Merger with the Florida Secretary of State, the provisions of the FCL applicable to the Merger will have been complied with.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
8-31-09

IN WITNESS WHEREOF, each of the parties to the Merger has caused this Certificate of Merger to be executed on its behalf by its respective officer thereunto duly authorized, all as of the date set forth below.

SPST Holding Corp.


By: Mark Shefts, President

Dated: August 20, 2009

Shefts Associates, Inc.


By: Mark Shefts, President

Dated: August 20, 2009