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MERGER OR SHARE EXCHANGE

St. Regis Group, Inc.

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**ARTICLES OF MERGER OF
ST. REGIS PROPERTIES, INC.
AND
ST. REGIS GROUP, INC.**

Pursuant to the provisions of the Florida Business Corporation Act (the "Corporate Act") ST. REGIS PROPERTIES, INC., A California corporation, and, ST. REGIS GROUP, INC., a Florida corporation, do hereby adopt the following Articles of Merger:

1. The names of the companies which are parties to the merger contemplated by these Articles of Merger (the "Merger") are St. Regis Properties, Inc., a California corporation ("SRP") and, St. Regis Group, Inc., a Florida corporation ("SRG").

2. SRG is the surviving company in the Merger. A copy of the Plan of Merger is attached hereto and made a part hereof by reference as if fully set forth herein.

3. The Plan of Merger was adopted by the Board of Directors and shareholders of SRP on December 12, 2008 by written consent in lieu of holding special meetings, pursuant to Sections 307(b) and 603 of the California corporation codes.

4. The Plan of Merger was adopted by the Board of Directors and shareholders of SRG on December 12, 2008 by written consent in lieu of holding special meetings, pursuant to Sections 607.0704 and 607.0821 of the Corporate Act.

The Merger shall become effective as of December 31, 2008.

The parties have caused these Articles of Merger to be executed effective as of this 12th day of December, 2008.

**ST. REGIS PROPERTIES, INC.,
a California corporation**

By: 

John F. Allen, President

**ST. REGIS GROUP, INC.,
a Florida corporation**

By: 

John F. Allen, President

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**ST. REGIS PROPERTIES, INC.
PLAN OF MERGER**

This Plan of Merger (the "Plan") is adopted as of 12th day of December, 2008 by ST. REGIS PROPERTIES, Inc., a California corporation ("SRP") and ST. REGIS GROUP, Inc., a Florida corporation ("SRG").

RECITALS

The Board of Directors and Shareholders of SRP and the board of directors and shareholders of SRG have determined that it is advisable and in the best interests of each such company and its respective shareholders that SRP be merged with and into SRG (the "Merger") on the terms and subject to the conditions set forth therein.

ARTICLE I

THE MERGER

At the Effective Time (as defined in Article V hereof), SRP shall be merged with and into SRG in accordance with the Florida Business Corporation Act (the "Corporate Act"), the separate existence of SRP shall cease, and SRG shall thereafter continue as the Surviving Corporation (the "Surviving Corporation") under the laws of the State of Florida.

ARTICLE II

THE SURVIVING CORPORATION/SHAREHOLDERS

A. At the Effective Time, the Articles of Incorporation of SRP, as in effect immediately prior to the Effective Time, shall be the Articles of Incorporation of the Surviving Corporation.

B. At the Effective Time, the shareholders, officers and directors of SRP shall be the shareholders, officers and directors of the Surviving Corporation.

ARTICLE III

MANNER AND BASIS OF CONVERTING SHARES

A. At the Effective Time, the stock of SRP (the "SRP Common Stock") held by its shareholders, which shall be issued and outstanding shall, by virtue of the Merger and without any action on the part of the holder thereof, be cancelled and extinguished without any conversion thereof.

B. At the Effective Time, any SRP Common Stock held in treasury shall be cancelled and extinguished without any conversion thereof.

ARTICLE IV

EFFECT OF MERGER

At the Effective Time, all property, rights, privileges, powers, and franchises of SRP shall vest in the Surviving Corporation, and all liabilities and obligations of SRP shall become liabilities and obligations of the Surviving Corporation.

ARTICLE V

EFFECTIVE TIME

As used in this Agreement, the term "Effective Time" shall mean December 31, 2008, for accounting purposes only.

Each of the parties has caused this Plan to be executed on its behalf as of the date first written above.

ST. REGIS PROPERTIES, INC.,
a California corporation

By: 
John F. Allen, President

ST. REGIS GROUP, INC.,
a Florida corporation

By: 
John F. Allen, President