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Division of Corporations

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MERGER OR SHARE EXCHANGE

ODARP, INC.

| | |
|-----------------------|---------|
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| Estimated Charge | \$78.75 |

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ARTICLES OF MERGER

1. The undersigned corporations, OCEAN WHISPER, INC., being validly and legally formed under the laws of the Netherlands Antilles and authorized to do business in the State of Florida, and ODARP, INC., being validly and legally formed under the laws of the State of Florida, have adopted a Plan of Merger.

2. The name of the surviving corporation is ODARP, INC. and it is to be governed by the laws of the State of Florida.

3. The principal office of the surviving corporation shall be 12511 Ramiro Street, Coral Gables, FL 33156.

4. The Plan of Merger of the undersigned corporations was adopted pursuant to Sections 607.1101 and 607.1103 of the Florida Statutes.

5. The Plan of Merger will become effective as of December 31, 2008.

6. The Plan of Merger was adopted by the Shareholders and by the Board of Directors of OCEAN WHISPER, INC., a Netherlands Antilles corporation on the 31st day of December, 2008.

7. The Plan of Merger was adopted by the Shareholders and by the Board of Directors of ODARP, INC., a Florida corporation on the 31st day of December, 2008.

8. As to each of the undersigned corporations, the number of shares outstanding and the total number of shares voted for and against such Plan of Merger, are as follows:

| <u>Name of Corporation</u> | <u>Number of Outstanding Shares</u> | <u>Total Voted For</u> | <u>Total Voted Against</u> |
|--|-------------------------------------|------------------------|----------------------------|
| OCEAN WHISPER, INC. a Netherlands Antilles corporation | 300 | 300 | 0 |
| ODARP, INC., a Florida corporation | 100 | 100 | 0 |


9. The Plan of Merger calls for cancellation of the issued shares of OCEAN WHISPER, INC., a Netherlands Antilles corporation, which shall be effected as set forth in the Plan, a true and correct copy of which is attached hereto. The issued shares of ODARP, Inc., a Florida corporation, shall not be affected by this merger.

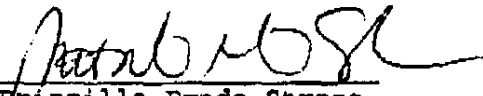
OCEAN WHISPER, INC.
a Netherlands Antilles
corporation

ODARP, INC.,
a Florida corporation

By: 
Carlos Prado-Garcia, President

By: 
Teresa Prado Palczynski,
President

Attest: 
Laura Elena Xivas De
Prado, Secretary

Attest: 
Friscilla Prado Stroze,
Secretary

STATE OF Florida
COUNTY OF Osceola

PERSONALLY, appeared before me, the undersigned authority, Carlos Prado-Garcia, who acknowledged to and before me that he is President of OCEAN WHISPER, INC., a Netherlands Antilles corporation and that he executed the foregoing Articles of Merger for the reasons and purposes therein expressed. He was personally known to me or produced _____ as identification.

WITNESS my hand and official seal in the County and State last aforesaid this 20th day of December, 2008.

Bradley Couden
Notary Public

My Commission Expires: 12/01/11

NOTARY PUBLIC-STATE OF FLORIDA
Bradley Couden
Commission # DD723978
Expires: DEC. 01, 2011
BONDED THROUGH ATLANTIC BONDING CO., INC.

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

PERSONALLY, appeared before me, the undersigned authority, Teresa Prado Palczynski, who acknowledged to and before me that she is President of ODARP, INC., a Florida corporation and that she executed the foregoing Articles of Merger for the reasons and purposes therein expressed. She was personally known to me or produced _____ as identification.

WITNESS my hand and official seal in the County and State last aforesaid this 28th day of December, 2008.

Bradley Couden
Notary Public

My Commission Expires: 12/01/11

NOTARY PUBLIC-STATE OF FLORIDA
Bradley Couden
Commission # DD723978
Expires: DEC. 01, 2011
BONDED THROUGH ATLANTIC BONDING CO., INC.

W:\Palczynski\Merger\Articles of Merger.wpd

PLAN OF MERGER

THIS AGREEMENT, made and entered into this 28th day of December, 2008 by and between ODARP, Inc., a Florida corporation and OCEAN WHISPER, Inc., a Netherlands Antilles corporation, sometimes hereinafter collectively referred to as the "Constituent Corporations".

RECITALS

A. The Stockholders and Board of Directors of the Constituent Corporations have deemed it advisable that OCEAN WHISPER, INC., a Netherlands Antilles corporation hereinafter also referred to as the "Disappearing Corporation," be merged into ODARP, Inc., a Florida corporation, hereinafter referred to as the "Surviving Corporation" under the laws of the State of Florida, and

B. Disappearing Corporation is duly organized and existing under the laws of the Netherlands Antilles, having been incorporated on the 30th day of January, 1978, has an authorized capital stock consisting of THREE HUNDRED (300) shares of \$100.00 par value, of which there are now issued and outstanding THREE HUNDRED (300) shares of said stock.

C. ODARP, Inc., a Florida corporation duly organized and existing under the laws of the State of Florida, having been incorporated on the 28th day of December, 2008 has an authorized capital stock consisting of ONE HUNDRED (100) shares of \$1.00 par value, of which there are now issued and outstanding ONE HUNDRED (100) shares of said stock.

NOW, THEREFORE, in consideration of the promises and mutual agreements hereinafter contained, the Constituent Corporations have agreed, and do hereby agree, to merge upon the terms and conditions hereinafter provided.

1. Recitals.

The above recitals are true and correct and incorporated herein.

2. Agreement of Merger.

A. It is hereby agreed that the Disappearing Corporation shall merge into the Surviving Corporation. The Certificate of Incorporation of the surviving Corporation, shall remain unchanged.

B. The Surviving Corporation agrees to pay to the dissenting shareholders of either constituent corporation complying with the terms of Section 607.1101 of the Florida Statute, the fair value of their shares.

3. Principal Office of Surviving Corporation.

The principal office of the Surviving Corporation, shall remain at 12511 Ramiro Street, Coral Gables, FL 33156.

4. Capitalization of Surviving Corporation.

The capitalization of the Surviving Corporation, shall remain as is presently authorized, that is, ONE HUNDRED (100) shares of \$1.00 par value common stock.

5. Officers and Directors of Surviving Corporation.

The members of the Board of Directors and the officers of the Surviving Corporation immediately after the effective time of the merger shall be those persons who were the members of the Board of Directors and the officers, respectively, of the Disappearing Corporation immediately prior to the effective time of the merger, and such persons shall serve in such offices, respectively, for the terms provided by law or in the Bylaws, or until their respective successors are elected and qualified.

Disappearing Corporation shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities and duties had been initially incurred or contracted by it.

8. Ratification by Stockholders and Directors.

This Agreement of Merger and all of the terms and provisions herein contained have been ratified and approved by the Stockholders and Directors of each of the Constituent Corporations.

9. Mode of Effecting Merger.

The mode of carrying said merger into effect, and the manner and basis of converting the shares of the Disappearing Corporation into shares of the Surviving Corporation, shall be as follows:

A. Each share of \$100.00 par value common stock of OCEAN WHISPER, a Netherlands Antilles corporation issued and outstanding on the effective date of the merger and all rights in respect thereof shall, without any action on the part of the shareholder, be completely canceled. The Disappearing Corporation owns ONE HUNDRED (100) shares of \$1.00 par value common stock. Such shares of capital stock of the Surviving Corporation pursuant to this merger shall be reissued proportionately to the shareholders of the Disappearing Corporation.

B. The conversion shall be effected as follows: After the effective date of the merger, each holder of certificates for shares of common stock in the Disappearing 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 such share certificates, the Surviving Corporation shall issue and exchange therefor certificates for shares of common stock in the Surviving Corporation, representing

IN WITNESS WHEREOF, the Constituent Corporations have caused their respective corporate names to be signed hereby by their respective Presidents and Secretaries, thereunto duly authorized by the respective Board of Directors and Shareholders of each corporation.

OCEAN WHISPER, INC.
a Netherlands Antilles
corporation

By: Carlos Prado Garcia
Carlos Prado-Garcia, President

Attest: Laura Elena Rivas De Prado
Laura Elena Rivas De
Prado, Secretary

ODARP, INC.,
a Florida corporation

By: Teresa Prado Palczynski
Teresa Prado Palczynski,
President

Attest: Priscilla Prado Stroe
Priscilla Prado Stroe,
Secretary

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