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Florida Department of State
Division of Corporations
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Division of Corporations

Fax Number : (850) 617-6380

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MERGER OR SHARE EXCHANGE

MERIT DIAMOND CORPORATION

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Merger
10 8/25/09

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ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Merit Diamond Corporation	Florida	P09000071009

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Merit Diamond Corporation	New York	

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR / / (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on July 28, 2009

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on July 28, 2009

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

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[illegible]

(Non Subsidiaries)

First: The name and jurisdiction of the surviving corporation:

Second: The name and jurisdiction of each merging corporation:

The Surviving Corporation hereby agrees that it may be served with process in New York in any action, suit, or proceeding for the enforcement of any obligation of the Merging Corporation and in any proceeding for the enforcement of the rights of a dissenting shareholder of the Merging Corporation against the Surviving Corporation. The Secretary of State of the State of New York is hereby appointed to accept service of process in any such action, suit, or proceeding which shall be forwarded to the Surviving Corporation at 1900 Tyler Street, 3rd Floor, Hollywood, Florida 33020. The Surviving Corporation also agrees that it will promptly pay to the dissenting shareholders of the Merging Corporation the amount, if any, to which they may be entitled under the provisions of the Business Corporation Law of the State of New York.

(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

Each issued Class A Common Share of the merging corporation shall, upon the effective date of the merger, be converted into one Class A Common Share of the surviving corporation. Each issued Class B Common Share of the merging corporation shall, upon the effective date of the merger, be converted into one Class B Common Share of the surviving corporation