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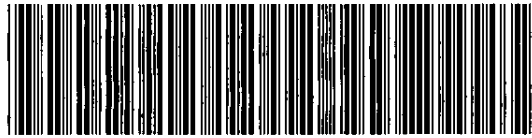
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2009 DEC 29 AM 11:14

FILED

dbonnet@smgglaw.com



December 28, 2009

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Strassburger McKenna
Gutnick & Gefsky

Four Gateway Center
Suite 2200
444 Liberty Avenue
Pittsburgh, PA 15222

412-281-5423 phone
412-281-8264 fax

www.smgglaw.com

RE: Articles of Merger – Darthea Speyer, Inc.

Ladies and Gentlemen:

Enclosed for filing please find the original and one copy of Articles of Merger for Darthea Speyer, Inc., a Florida Corporation and Darthea Speyer, Inc., a New York Corporation. Also enclosed, please find Check No. 5228 in the amount of \$70.00.

Once filed, please time stamp and return to my attention the copy provided using the enclosed self-addressed, stamped envelope. If you have any questions, or require any additional information, please do not hesitate to contact me.

Very truly yours,

A handwritten signature in black ink, appearing to read "D. Bonnet".

Daniel Bonnet
Paralegal

/deb
enclosures

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: DARTHEA SPEYER, INC.
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

David L. Pollack

Contact Person

Strassburger McKenna Gutnick & Gefsky

Firm/Company

Four Gateway Center, Suite 2200, 444 Liberty Ave.

Address

Pittsburgh PA 15222

City/State and Zip Code

dpollack@smggglaw.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

David L. Pollack

Name of Contact Person

At (412)

281 5423

Area Code & Daytime Telephone Number

☐ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
Business Corporation Act.

First: The name and jurisdiction of the surviving corporation:

Second: The name and jurisdiction of each **merging** corporation:

Third: The Plan of Merger is attached.

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.)

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

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)

Name of Corporation

Alexander C. Speyer, III, President

Darthea Speyer, Inc. (NY)

[Handwritten signature]

Alexander C. Speyer, III, President

EXHIBIT A

**AGREEMENT AND PLAN OF MERGER OF
DARTHEA SPEYER, INC., A NEW YORK CORPORATION, WITH AND INTO
DARTHEA SPEYER, INC., A FLORIDA CORPORATION**

This Agreement and Plan of Merger ("Plan of Merger") is made this 17 day of December, 2009, by and between Darthea Speyer, Inc., a New York corporation ("DSNY"), and Darthea Speyer, Inc., a Florida corporation (the "Surviving Corporation").

WHEREAS, the Board of Directors of DSNY and the Surviving Corporation deem it advisable and in the best interests of each respective corporation that DSNY be merged with and into the Surviving Corporation as provided in this Plan of Merger in accordance with the laws of the States of New York and Florida.

NOW, THEREFORE, in consideration of the mutual agreements and covenants contained in this Plan of Merger, DSNY and the Surviving Corporation agree that DSNY shall be merged with and into the Surviving Corporation and that the terms and conditions of such merger (the "Merger") and the manner of carrying the same into effect are and shall be as follows:

1. The Merger shall become effective (the "Effective Date") upon the filing of this Plan of Merger and Articles or Certificate of Merger with the Secretary of State of Florida and the Secretary of State of New York.

2. At the Effective Date, DSNY shall be merged with and into the Surviving Corporation and the separate corporate existence of DSNY shall thereupon cease with the effect specified in Section 906 of the New York Business Corporation law and Title XXXVI, Florida Statutes Section 607.1106 ("Applicable Laws"). The Surviving Corporation shall survive the Merger and continue its existence as a Florida corporation governed by the laws of the State of Florida.

3. At the Effective Date, the Surviving Corporation shall succeed, without further act or deed, to all of the rights, privileges, powers and franchises of DSNY, all of the properties and assets of DSNY, and all of the debts, choses in action and other interests due or belonging to DSNY, and shall be subject to, and responsible for, all of the debts, liabilities, obligations and duties of DSNY with the effect set forth in the Applicable Laws.

4. DSNY shall at any time, or from time to time, as and when requested by the Surviving Corporation, or by its successors or assigns, execute and deliver, or cause to be executed and delivered, in its name by its last acting officers, or by the corresponding officers of the Surviving Corporation, all such conveyances, assignments, transfers, deeds or other instruments, and shall take or cause to be taken such further action as the Surviving Corporation, its successors or assigns may deem necessary or desirable in order to evidence the transfer, vesting or devolution of any property, right, privilege or franchise or to vest or perfect in or conform to the Surviving Corporation, its successors and assigns, title to and possession of all of the property, rights, privileges, powers, immunities, franchises, and interests referred to in this Plan of Merger and otherwise to carry out the intent and purposes of this Plan of Merger.

5. The Articles of Incorporation of the Surviving Corporation in effect immediately prior to the Effective Date, shall continue unchanged upon the effectiveness of the Merger and shall remain in full force and effect unless and until duly amended.

6. The Bylaws of the Surviving Corporation in effect immediately prior to the Effective Date, shall continue unchanged upon the effectiveness of the Merger and shall remain in full force and effect unless and until duly amended, altered or repealed.

7. The shares of the Surviving Corporation issued and outstanding immediately prior to the Effective Date shall be unaffected by the Merger. All of the shares of the common stock of DSNY, including all outstanding shares, shall be transferred to the surviving corporation and thereafter canceled on the Effective Date.

8. As soon as practical after the Effective Date, the stock certificates representing common stock of DSNY issued and outstanding at the time of Effective Date shall be surrendered for exchange to the Surviving Corporation as above stated.

9. From and after the Effective Date, the Board of Directors of the Surviving Corporation shall be:

Alexander C. Speyer, III
James M. Speyer

and the officers of the Surviving Corporation shall be:

Alexander C. Speyer, III – President & Treasurer
James M. Speyer – Vice President & Secretary

who shall continue to serve until their successors have been duly elected and qualified to serve or until the earlier death, resignation and removal of any such director or officer.

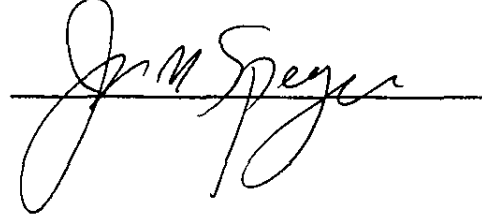
10 Subject to the terms and conditions provided in this Plan of Merger, Articles of Merger, incorporating this Plan of Merger and complying with the applicable provisions of Florida law, shall be duly executed by the appropriate officers of the Surviving Corporation and DSNY and shall be filed with the Department of State of the State of Florida and a Certificate of Merger, incorporating this Plan of Merger and complying with the applicable provisions of New York law shall be duly executed by the appropriate officers of the Surviving Corporation and DSNY and shall be filed with the Department of State of New York.

11. This Plan of Merger may be executed in any number of counterparts, each of which shall be deemed to be an original and all of which together shall be deemed to be one and the same instrument.

*** SIGNATURES APPEAR ON THE FOLLOWING PAGE ***

IN WITNESS WHEREOF, and intending to be legally bound, pursuant to the authority granted by their respective Boards of Directors and Shareholders, the parties above have caused this Agreement and Plan of Merger to be executed on the date first above written and certify that the statements contained in this Plan of Merger are true and correct.

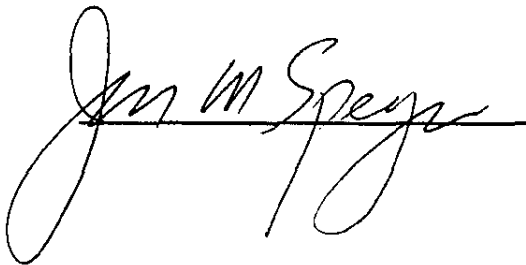
ATTEST/WITNESS:

A handwritten signature in cursive script, appearing to read "Jim M. Speyer", written over a horizontal line.


DARTHEA SPEYER, INC., a Florida corporation

By: _____

Title: President

A handwritten signature in cursive script, appearing to read "Jim M. Speyer", written over a horizontal line.

DARTHEA SPEYER, INC., a New York corporation

By: _____

Title: President