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**MERGER OR SHARE EXCHANGE
KNYSZ FLORIDA HOLDINGS, INC.**

Certificate of Status	0
Certified Copy	0
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merger
@ 12/29/09

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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)
<u>Knysz Florida Holdings, Inc.</u>	<u>Florida</u>	<u></u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Knysz Holdings, Inc.</u>	<u>Michigan</u>	<u>N/A</u>
<u></u>	<u></u>	<u></u>
<u></u>	<u></u>	<u></u>
<u></u>	<u></u>	<u></u>
<u></u>	<u></u>	<u></u>

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 December 24, 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 December 24, 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)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or Director /

Typed or Printed Name of Individual & Title

Knysz Holdings, Inc.

Walter Knysz, Jr., President

Knyaz Florida Holdings, Inc.

Walter Knysz, Jr., President

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "Plan of Merger") made as of the 24th day of December 2009 is by and between KNYSZ HOLDINGS, INC., Michigan corporation ("Kynsz Michigan") and KNYSZ FLORIDA HOLDINGS, INC., a Florida corporation ("Kynsz Florida").

WITNESSETH:

WHEREAS, Kynsz Michigan and Kynsz Florida have each determined that it is in their best interests to merge the entities, with Kynsz Michigan being merged with and into, and under the Articles of Incorporation, of Kynsz Florida, with Kynsz Florida being the surviving entity (the "Surviving Entity"); and

WHEREAS, Kynsz Michigan is a corporation organized and existing under the laws of the State of Michigan, with one class of authorized capital stock consisting of Sixty Thousand (60,000) shares of common stock, of which on the date hereof Eight Hundred Eighty (880) shares of common stock are issued and outstanding and entitled to vote; and

WHEREAS, Kynsz Florida is a corporation organized and existing under the laws of the State of Florida, with one class of authorized capital stock consisting of Ten Thousand (10,000) shares of common stock, of which on the date hereof Eight Hundred Eighty (880) shares of common stock are issued and outstanding and entitled to vote; and

NOW, THEREFORE, the plan for the consummation of such merger (the "Merger") is as follows:

1. Names of Entities. The constituent entities are Kynsz Florida and Kynsz Michigan. As of the Effective Date (as hereinafter defined), Kynsz Michigan shall be merged with and into, and under the Articles of Incorporation of, Kynsz Florida. The Surviving Entity of the Merger shall be Kynsz Florida, a Florida corporation. The street address of the Surviving Entity's principal place of business is: 471 S. Beach Road, Hobe Sound, Florida 33455-2709.

2. Terms and Conditions of the Merger. The terms and conditions of the Merger are as follows:

a. The Merger shall be consummated and become effective, subject to the terms and conditions of this Plan of Merger and in accordance with the Michigan Business Corporation Act and the Florida Business Corporations Act, on the filing date of the Michigan Certificate of Merger and the Florida Articles of Merger (the "Effective Date").

b. As of the Effective Date, each share of common stock of Kynsz Michigan deemed issued and outstanding immediately before the Effective Date shall, by virtue of the Merger and without any action on the part of any party, be canceled.

c. As of the Effective Date, each share of common stock of Kynsz Florida deemed issued and outstanding immediately before the Effective Date shall, by virtue of the Merger and without any action on the part of any party, be the issued and outstanding shares of common stock of the Surviving Entity.

3. Effects of the Merger. As of the Effective Date of the Merger:

a. The separate existence of Kynsz Michigan shall cease and Kynsz Michigan shall be merged with and into Schreiner, which shall be the Surviving Entity of the Merger.

b. The Articles of Incorporation of Kynsz Florida, as in effect immediately prior to the Effective Date, shall be the Articles of Incorporation of the Surviving Entity of the Merger until duly amended in accordance with applicable law.

c. The Bylaws of Kynsz Florida, as in effect immediately prior to the Effective Date, shall be the Bylaws of the Surviving Entity of the Merger until amended in accordance with the provisions thereof and applicable law.

d. From and after the Effective Date, until successors are elected or appointed or until their earlier resignation or removal, the directors and officers of Schreiner in office immediately prior to the Effective Date shall continue to hold the same offices in their capacities as directors and officers of the Surviving Entity.

4. Further Assurances. If at any time the Surviving Entity shall consider or be advised that any further assignments, conveyances or assurances in law are necessary or desirable to vest, perfect or confirm of record in the Surviving Entity the title to any property or rights of the constituent entities (it being the intention of the parties that any and all of the foregoing shall vest and inure to the Surviving Entity at the Effective Date without any additional action by any of the parties) or otherwise to carry out the provisions hereof, the proper officers of the constituent entities shall execute and deliver any and all proper deeds, assignments and assurances in law, and do all things necessary or proper to vest, perfect or confirm title to such property or rights in the Surviving Entity and otherwise to carry out the provisions hereof.

5. Other Actions. Each of the constituent entities shall take or cause to be taken all action, or do or cause to be done all things necessary, proper or advisable under the laws of the States of Michigan and Florida to consummate and make effective the Merger.

6. Right to Abandon. The Board of Directors or the Member (as applicable) of either constituent entity may, at its discretion, abandon the Merger at any time before the Effective Date of the Merger.

7. Amendment. This Plan of Merger may be amended at any time before the Effective Date of the Merger, by written agreement of the parties, provided, however, that after any such approval no amendment shall be made which by law requires further approval by the shareholder of any constituent entities, without such further approval.

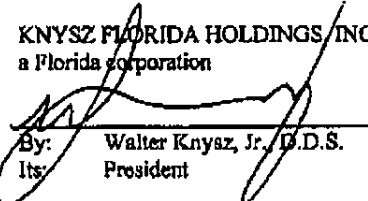
8. Counterparts. This Agreement may be executed in counterparts, all of which shall be considered one and the same Agreement.

The parties have signed this Agreement effective on the date listed on the first page of this Agreement.

KNYSZ HOLDINGS, INC.
a Michigan corporation

By:  Walter Knysz, Jr., D.D.S.
Its: President

KNYSZ FLORIDA HOLDINGS, INC.,
a Florida corporation

By:  Walter Knysz, Jr., D.D.S.
Its: President