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Division of Corporations

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Florida Department of State
Division of Corporations
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EFFECTIVE DATE

July 31, 10

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

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MERGER OR SHARE EXCHANGE
American Corporate Turnaround, Inc.

Certificate of Status	0
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EFFECTIVE DATE

July 31, 10

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)
American Corporate Turnaround, <u>Inc.</u>	Florida	

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
American Corporate Turnaround, <u>Inc.</u>	California	

Third: The plan of Merger is attached.

Fourth: The merger shall become effective on July 31, 2010.

Fifth: The Plan of Merger was adopted by the shareholders of the surviving corporation on July 20, 2010.

Sixth: The Plan of Merger was adopted by the shareholders of the merging corporation on July 20, 2010.

(Attach addition sheets if necessary)

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Seventh: SIGNATURES FOR EACH CORPORATION

Name

Signature of an Officer or Director

Typed or Printed Name of
Individual and Title

American
Corporate
Turnaround, Inc.,
a Florida
Corporation

Shari Post, President

Shari Post, President

American
Corporate
Turnaround, Inc.,
a California
Corporation

Shari Post, President

Shari Post, President

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PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
American Corporate Turnaround, Inc.	Florida

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
American Corporate Turnaround, Inc.	California

Third: The terms and conditions of the merger are as follows:

On July 31, 2010 (the "Merger Date") American Corporate Turnaround, Inc. a California corporation ("ACT—California") shall be merged into American Corporate Turnaround, Inc. a Florida corporation ("ACT—Florida") under the laws of the State of Florida. On the Merger Date the separate existence ACT—California shall cease, and ACT—Florida, as the surviving corporation, shall succeed, without other transfer, to all the rights and property of ACT—California and shall be subject to all of the debts and liabilities of ACT California as of the Merger Date in the same manner as if ACT—Florida had itself incurred them.

On the Merger Date all issued and outstanding shares of ACT—Florida shall remain outstanding as shares of the surviving corporation. On the Merger Date each issued and outstanding common share of ACT—California shall be canceled. The shareholders of each of the surviving corporation and the merging corporation are the same.

The present Board of Directors and officers of ACT—Florida shall continue to serve as the Board of Directors and officers of the surviving corporation until new directors or officers are elected in accordance with the bylaws of the corporation.

The Articles of Incorporation of ACT—Florida in effect on the Merger Date shall continue in effect until altered or amended as provided by this Agreement, by law, or by appropriate vote of the directors and/or shareholders of the surviving corporation.

The bylaws of ACT—Florida, as existing on the Merger Date, shall continue in full force as the bylaws of the surviving corporation until altered, amended, or repealed as provided therein or as provided by law or as required by this Agreement.

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Fourth: The manner and basis for converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

On the Merger Date all issued and outstanding shares of ACT—Florida shall remain outstanding as shares of the surviving corporation. On the Merger Date each issued and outstanding common share of ACT—California shall be canceled.

(Attach addition sheets if necessary)

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