

4/20/2012 5:17 PM (GMT)

From: Vcorp Services

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Division of Corporations

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Florida Department of State
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CommunityForce, Inc.

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ARTICLES OF MERGER

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to Section 607.1104, Florida Statutes

First: The name and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
CommunityForce, Inc.	Delaware	N/A

Second: The name and jurisdiction of the merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
CommunityForce Inc.	Florida	P10000057484

Third: The Agreement and 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.

Fifth: The Agreement and Plan of Merger was adopted by the board of directors of the surviving corporation on April 20, 2012, and unanimous approval of the surviving corporation's shareholders was obtained on April 20, 2012 and shareholder approval was not required.

Sixth: The Agreement and Plan of Merger was adopted by the board of directors of the merging corporation on December 16, 2000, and unanimous approval of the surviving corporation's shareholders was obtained on April 20, 2012.

IN WITNESS WHEREOF, these Articles of Merger are hereby executed on behalf of each said corporation by their respective officers thereunto duly authorized.

April 20, 2012

CommunityForce, Inc.
a Delaware corporation

By 
Khaja N. Syed, President

CommunityForce Inc.
a Florida corporation

By 
Khaja N. Syed, President

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement") is made and entered into on this 20th day of April, 2012 by and between CommunityForce Inc., a Florida corporation (the "*Merging Corporation*"), and CommunityForce, Inc., a Delaware corporation (the "*Surviving Corporation*") pursuant to Section 607.1104 of the Florida Business Corporations Act (the "*FBCA*") and Section 253 of the General Corporation Law of the State of Delaware ("*DGCL*"). The Merging Corporation owns all of the issued and outstanding capital stock of the Surviving Corporation.

1. The Merging Corporation shall be merged into the Surviving Corporation.
2. Each outstanding share of the common stock of the Surviving Corporation held by the Merging Corporation will be canceled without any consideration being issued or paid therefor.
3. Each outstanding share of the Merging Corporation's common stock shall be converted into and become the right to receive 8,000 shares of the Surviving Corporation's common stock, par value \$0.0001 per share.
4. The certificate of incorporation and bylaws of the Surviving Corporation, as in effect on the Effective Date, shall be and remain (until amended or repealed as provided by law) its certificate of incorporation and bylaws respectively.
5. The Merging Corporation shall from time to time, as and when requested by the Surviving Corporation, execute and deliver all such documents and instruments and take all such action necessary or desirable to evidence or carry out this merger.
6. The effect of the merger and the effective date of the merger are as prescribed by law (the "*Effective Date*").
7. If applicable, shareholders of the Surviving Corporation, who, except for the applicability of Section 607.1104 of the FBCA would be entitled to vote and who dissent from the merger pursuant to section 607.1321 of the FBCA may be entitled, if they comply with the provisions of chapter 607 of the FBCA regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.
8. This Agreement shall be governed by the laws of Delaware.
9. This Agreement may be executed in any number of counterparts and each such counterpart shall be deemed to be an original instrument, but all of such counterparts together shall constitute but one agreement.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF the parties have executed this Agreement as of the date first above written.

MERGING CORPORATION:

CommunityForce Inc.,
a Florida corporation

By: 

Khaja N. Syed, President

SURVIVING CORPORATION:

CommunityForce, Inc.,
a Delaware corporation

By: 

Khaja N. Syed, President