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MERGER OR SHARE EXCHANGE
SMMP HOLDINGS INC.

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TALLAHASSEE, FLORIDA

Merger

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**ARTICLES OF MERGER
OF
SMMP HOLDINGS INC.
(a Florida corporation)
WITH AND INTO
SMMP HOLDINGS INC.
(a Delaware corporation)**

FILED
12 OCT 17 PM 3:00
CLERK OF COURT
HALL OF JUSTICE
TALLAHASSEE, FL

The following articles of merger are being submitted in accordance with Section 607.1105 of the Florida Business Corporation Act.

FIRST: The exact name, street address of its principal office, jurisdiction and entity type for each merging party are as follows:

Name	Principal Office Address	Jurisdiction	Entity Type
SMMP Holdings Inc.	13155 SW 134 Street, Ste. 107 Miami, FL 33186	Florida	corporation
SMMP Holdings Inc.	13155 SW 134 Street, Ste. 107 Miami, FL 33186	Delaware	corporation

SECOND: The exact name, street address of its principal office, jurisdiction and entity type of the surviving party are as follows:

Name	Principal Office Address	Jurisdiction	Entity Type
SMMP Holdings Inc.	13155 SW 134 Street, Ste. 107 Miami, FL 33186	Delaware	corporation

THIRD: The Plan of Merger is attached hereto as Exhibit A.

FOURTH: The Plan of Merger was adopted by unanimous written consent of the Board of Directors of SMMP Holdings Inc., a Florida corporation ("SMMP Florida") on October 16, 2012, and by the shareholders of SMMP Florida on October 16, 2012.

FIFTH: The Plan of Merger was adopted by unanimous written consent of the Board of Directors of SMMP Holdings Inc., a Delaware corporation ("SMMP Delaware") on October 16, 2012, and by the stockholders of SMMP Delaware on October 16, 2012.

SIXTH: The merger shall become effective on October 16, 2012.

SEVENTH: SMMP Delaware is deemed to have appointed the Secretary of State of Florida as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of SMMP Florida.

EIGHTH: SMMP Delaware has agreed to promptly pay to the dissenting shareholders of SMMP Florida the amount, if any, to which the shareholders are entitled under section 607.1302 of the Florida Business Corporation Act.

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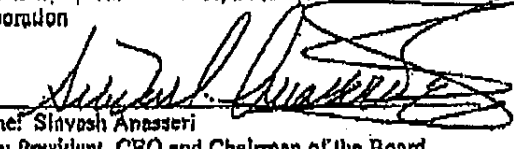
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IN WITNESS WHEREOF, the respective duly authorized officers have caused these Articles of Merger to be executed this 16 day of October, 2012.

SMMP HOLDINGS INC., a Delaware corporation

By: 
Name: Sivavash Anasseri
Title: President, CEO and Chairman of the Board

SMMP HOLDINGS INC., a Florida corporation

By: 
Name: Sivavash Anasseri
Title: President, CEO and Chairman of the Board

(Signature Page to Articles of Merger)

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EXHIBIT A
PLAN OF MERGER
OF
SMMP HOLDINGS INC., a Florida corporation
WITH AND INTO
SMMP HOLDINGS INC., a Delaware corporation

This Plan of Merger ("Plan") is entered into on October 16, 2012, by and between **SMMP Holdings Inc., a Florida corporation** and **SMMP Holdings Inc., a Delaware corporation**.

1. Parties

SMMP Holdings Inc. a corporation formed under the laws of Florida ("SMMP Florida"); and

SMMP Holdings Inc. a corporation formed under the laws of Delaware ("SMMP Delaware").

2. Surviving Corporation

As a result of the merger of SMMP Florida with and into SMMP Delaware, the surviving corporation shall be SMMP Delaware.

3. Merger

A Certificate of Merger will be filed with the Delaware Secretary of State ("Delaware Certificate") and Articles of Merger will be filed with the Florida Secretary of State ("Florida Articles"). The separate existence of SMMP Florida shall cease upon the filing of the Florida Articles pursuant to the provisions of the Florida Business Corporation Act. SMMP Delaware shall continue its existence pursuant to the General Corporation Law of Delaware.

4. Conversion and Exchange of Shares

The outstanding shares of the corporations participating in the merger will be converted and exchanged as follows:

- (a) *Merging Corporation.* Each share of common stock of SMMP Florida outstanding immediately prior to the merger shall be changed and converted into 9,999 shares of fully paid and nonassessable common stock of SMMP Delaware.
- (b) *Surviving Corporation.* SMMP Delaware's shares will continue without modification as a result of the merger.

5. Certificate of Incorporation and Bylaws

The Certificate of Incorporation and Bylaws of SMMP Delaware as in effect prior to the merger shall be the Certificate of Incorporation and Bylaws of SMMP Delaware.

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6. Officers and Directors

The current Officers and Board of Directors of SMMP Florida shall terminate upon the effective time of the merger, and the current Officers and Board of Directors of SMMP Delaware shall continue to remain in their respective positions until their successors are elected and qualified under the bylaws of SMMP Delaware.

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IN WITNESS WHEREOF, each of the parties has caused this Plan to be executed as the date first written above, by its duly authorized officers.

SMMP Holdings Inc.,
a Florida corporation

By: 

Name: Shuvash Anasseri

Title: President, CEO and Chairman of the Board

SMMP Holdings Inc.,
a Delaware corporation

By: 

Name: Shuvash Anasseri

Title: President, CEO and Chairman of the Board

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[Signative Page to Plan of Merger]

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