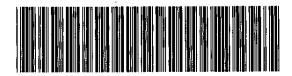
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## **CORPORATE** · ACCESS, INC.

"When you need ACCESS to the world"

 $236\ East\ 6th\ Avenue\$  . Tallahassee, Florida 32303

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#### **WALK IN**

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ж	CERTIFIED COPY				
	РНОТОСОРУ				
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жж	FILING	MERGER			
1.	WHYART DIVERSIFIED, INC. (CORPORATE NAME AND DOCUMENT #)				
2.	(CORPORATE NAME AND DOCUMENT #)				
3.	(CORPORATE NAME AND DO	CUMENT #)			
4.	(CORPORATE NAME AND DOCUMENT #)				
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6.	(CORPORATE NAME AND DO	CUMENT #)			
SPECIA	L INSTRUCTIONS:				



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# FLORIDA DEPARTMENT OF STATE Division of Corporations GEORGIANY OF STATE TALLAHOSSES, FLORIDA

December 27, 2012

CORPORATE ACCESS, INC. P O BOX 37066 TALLAHASSEE, FL 32303

SUBJECT: WHYART DIVERSIFIED, INC.

Ref. Number: P12000102574

We have received your document for WHYART DIVERSIFIED, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The merger should include the manner and basis of 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.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Need Dec 27th File Date

Tina Roberts Regulatory Specialist II

Letter Number: 812A00030366

#### **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 <u>surviving</u> corporation: <u>Name</u> Jurisdiction Document Number (If known/applicable) P1200010257 WHYART DIVERSIFIED, INC. Florida Second: The name and jurisdiction of each merging corporation: Name Jurisdiction Document Number (If known/applicable) **NEW YORK** WHYART, INC. 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 <u>surviving</u> corporation - (COMPLETE ONLY ONE STATEMENT) The Plan of Merger was adopted by the shareholders of the surviving corporation on December 21 2012 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 21, 2012 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
WHYART DIVERSIPTED, I	NC.	Frederic Bouin, President
WHYART, INC	X Freder Born	Frederic Bouin, President
<del></del>		

### 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.

Name WHYART DIVERSIFIED, INC	<u>Jurisdiction</u> Florida
Second: The name and jurisdiction of each	merging corporation:
Name	<u>Jurisdiction</u>
WHYART, INC.	NEW YORK
	<u></u>
Third: The terms and conditions of the mer	ger are as follows:

The Plan of Merger was adopted by the Shareholders of the surviving and

First: The name and jurisdiction of the surviving corporation:

merging corporations on December 21, 2012

Fourth: The manner and basis of 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: Each issued and outstanding share of the merging corporation shall be converted one for one in exchange for each issued and outstanding share of the surviving corporation.

#### THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

#### <u>OR</u>

Restated articles are attached:

Other provisions relating to the merger are as follows: