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**MERGER OR SHARE EXCHANGE
ETOILE MANAGEMENT INC.**

Certificate of Status	0
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
OF
ETOILE MANAGEMENT LTD.
WITH AND INTO
ETOILE MANAGEMENT INC.
(Under Section 607.1109 of the Florida Statutes)

FIRST: The name of each constituent entity is as follows:

- (A) ETOILE MANAGEMENT LTD., a New York corporation, the merged entity; and
- (B) ETOILE MANAGEMENT INC., a Florida corporation, the surviving corporation.

SECOND: The name of the surviving corporation is ETOILE MANAGEMENT INC., a Florida corporation.

THIRD: The date of filing of the Certificate of Incorporation for ETOILE MANAGEMENT LTD., a New York corporation, was April 21, 1980. ETOILE MANAGEMENT INC. was incorporated under the laws of the State of Florida. The date of filing of the Articles of Incorporation for ETOILE MANAGEMENT INC., a Florida corporation, was May 14, 2013.


FOURTH: The Plan of Merger is attached hereto and made a part hereof. The Plan of Merger was approved by the surviving corporation, ETOILE MANAGEMENT INC., a Florida corporation in accordance with the applicable provisions of Sections 607.1101 and 607.1103 of the Florida Statutes. The Plan of Merger was approved by the merging corporation, ETOILE MANAGEMENT LTD., a New York corporation in accordance with the applicable laws of the State of New York.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger this 22 day of May, 2013.

ETOILE MANAGEMENT LTD., the
merged corporation

ETOILE MANAGEMENT INC., the
surviving corporation

By: 
Russell N. Stern, President

By: 
Russell N. Stern, President

PLAN OF MERGER
OF
ETOILE MANAGEMENT LTD. (NY)
WITH AND INTO
ETOILE MANAGEMENT INC. (FL)

FIRST: (a) The exact name, entity type and jurisdiction of each merging party/constituent corporation is as follows:

ETOILE MANAGEMENT LTD., a New York Corporation ("Etoile (NY)").

ETOILE MANAGEMENT INC., a Florida Corporation ("Etoile (FL)").

(b) The name of the surviving corporation is ETOILE MANAGEMENT INC., the Florida corporation, and following the merger its name shall continue to be ETOILE MANAGEMENT INC.

SECOND: As to each constituent corporation, the designation and number of outstanding shares of each class and series and the voting rights thereof are as follows:


<u>Corporation</u>	<u>Designation and number of shares in each class or series outstanding</u>	<u>Class or Series of Shares entitled to Vote</u>
Etoile (NY)	Common Stock \$1.00 par value, 20,000 shares authorized, 100 shares issued	Common Stock
Etoile (FL)	Common Stock, no par value, 20,000 shares authorized, 100 shares issued	Common Stock

THIRD: The terms and conditions of the merger including the manner and basis of converting the shares of the constituent corporations into shares of the surviving corporation are as follows:

- (a) Each share of common stock of ETOILE (FL), the surviving corporation, which shall be issued and outstanding on the effective date of this agreement, shall remain issued and outstanding.
- (b) Each share of stock of ETOILE (NY), the merging corporation, shall be exchanged for one (1) share of stock of ETOILE (FL), the surviving corporation.
- (c) The Articles of Incorporation of ETOILE (FL) shall be the Articles of Incorporation of the surviving corporation.
- (d) The By-Laws of ETOILE (FL) shall be the By-Laws for the surviving corporation.
- (e) The directors and officers of the surviving corporation shall continue in office until their successors shall have been elected and qualified.
- (f) The merger shall become effective upon filing of Articles of Merger with the Florida Department of State.
- (g) Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of ETOILE (NY), the merged corporation, shall be transferred to, vested in and devolve upon ETOILE (FL), the surviving corporation, without further act or deed and all property, rights, and every other interest of ETOILE (NY), the merged corporation, and ETOILE (FL), the surviving corporation shall be as effectively the property of ETOILE (FL), the surviving corporation, as they were of ETOILE (NY), the merged corporation, and ETOILE (FL), the surviving corporation, respectively.


CERTIFICATIONS

I, RUSSELL N. STERN, President of ETOILE MANAGEMENT LTD, a New York corporation, hereby certify under penalties of perjury that the within Plan of Merger was duly submitted and approved by an Action by Unanimous Written Consent of the Sole Director dated May 22, 2013 and the Plan of Merger was submitted and approved by an Action by Unanimous Written Consent of the Sole Shareholder dated May 22, 2013.



Russell N. Stern, President
Dated the 22 day of May, 2013

I, RUSSELL N. STERN, President of ETOILE MANAGEMENT INC, a Florida corporation, hereby certify under penalties of perjury that the within Plan of Merger was duly submitted and approved by an Action by Unanimous Written Consent of the Sole Director dated May 22, 2013 and the Plan of Merger was submitted and approved by an Action by Unanimous Written Consent of the Sole Shareholder dated May 22, 2013.



Russell N. Stern, President
Dated the 22 day of May, 2013