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MERGER OR SHARE EXCHANGE
SHANRI HOLDINGS CORP.

Certificate of Status	0
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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:

Name	Jurisdiction	Document Number
Shanri Holdings Corp.	Delaware	731510022 filed 5/30/1984

Second: The name and jurisdiction of each **merging** corporation:

Name	Jurisdiction	Document Number
Shanri Realty Inc.	Florida	S22722

Third: The Plan of Merger is attached.

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

Fifth: The Plan of Merger was adopted by the board of directors of the surviving corporation on November 17, 2010.

Sixth: The Plan of Merger was adopted by the sole shareholder of the merging corporation on November 17, 2010.

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation	Signature of an Officer or Director	Typed or Printed Name of Individual & Title
Shanri Holdings Corp.		Richard Berlin, President
Shanri Realty Inc.		Richard Berlin, President

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PLAN OF MERGER
(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the **parent** corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

Name	Jurisdiction
Shanri Holdings Corp.	Delaware

The name and jurisdiction of each **subsidiary** corporation:

Name	Jurisdiction
Shanri Realty Inc.	Florida

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent 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, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

> At the Effective Time (December 31, 2010), each share of capital stock of the parent outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the holder(s) thereof, remain unchanged and continue to remain outstanding as one share of capital stock of the Parent; and at the Effective Time, each share of capital stock of the subsidiary outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the holder thereof, be cancelled and no consideration shall be issued in respect thereof.

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

> Parent corporation is the sole stockholder of the subsidiary and parent will be the surviving corporation.

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