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(City/State/Zip/Phone #)

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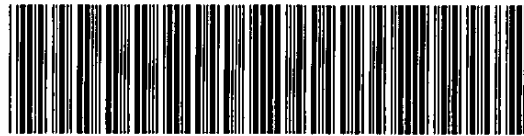
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Certificates of Status

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Office Use Only



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*merger  
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FILED  
JUN 27 PM 1:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

06/27/06--01007--003 \*\*78.75

**ORIGINAL**

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Masusma, Inc.

(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Matthew C. Zirzow, Esq.

(Contact Person)

Gordon & Silver, Ltd.

(Firm/Company)

3960 Howard Hughes Parkway, 9th Floor

(Address)

Las Vegas, Nevada 89109

(City/State and Zip Code)

For further information concerning this matter, please call:

Matthew C. Zirzow, Esq.

(Name of Contact Person)

At ( 702 ) 796-5555

(Area Code & Daytime Telephone Number)

☒ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

**STREET ADDRESS:**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

**MAILING ADDRESS:**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

## **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:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Masusma, Inc.	Nevada	

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Masusma, Inc.	Florida	

**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** 06 / 26 / 2006 (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 surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on \_\_\_\_\_.

The Plan of Merger was adopted by the board of directors of the surviving corporation on 06/21/2006 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 \_\_\_\_\_.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on 06/21/2006 and shareholder approval was not required.

(Attach additional sheets if necessary)

06 JUN 27 PM 1:17  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

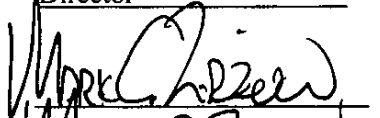
**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of an Officer or  
Director

Typed or Printed Name of Individual & Title

Masusma, Inc. (Florida)



Mark C. Zirzow, President

Masusma, Inc. (Nevada)



Mark C. Zirzow, President

\_\_\_\_\_

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## **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.

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

<u>Name</u>	<u>Jurisdiction</u>
Masusma, Inc.	Nevada

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

<u>Name</u>	<u>Jurisdiction</u>
Masusma, Inc.	Florida

**Third:** The terms and conditions of the merger are as follows:

See attached Plan of Merger.

**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:

*See Section 4 of attached Plan of Merger.*  
(Attach additional sheets if necessary)

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

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:  
Please see attached Articles of Incorporation for Masusma, Inc., a Nevada corporation.

**OR**

Restated articles are attached:

Other provisions relating to the merger are as follows:  
Please see attached Articles of Merger and Plan of Merger as filed with the Nevada Secretary of State.

---

### **EXHIBITS**

1. Articles of Merger and Plan of Merger (Certified Copy).
2. Articles of Incorporation for Masusma, Inc., a Nevada corporation.
3. Corporate Charter for Masusma, Inc., a Nevada corporation.

## **EXHIBIT “1”**



DEAN HELLER  
*Secretary of State*

RENEE L. PARKER  
*Chief Deputy  
Secretary of State*

PAMELA RUCKEL  
*Deputy Secretary  
for Southern Nevada*

STATE OF NEVADA



OFFICE OF THE  
SECRETARY OF STATE

CHARLES E. MOORE  
*Securities Administrator*

SCOTT W. ANDERSON  
*Deputy Secretary  
for Commercial Recordings*

ELICK HSU  
*Deputy Secretary  
for Elections*

**Certified Copy**

June 22, 2006

**Job Number:** C20060622-0969

**Reference Number:**

**Expedite:**

**Through Date:**

The undersigned filing officer hereby certifies that the attached copies are true and exact copies of all requested statements and related subsequent documentation filed with the Secretary of State's Office, Commercial Recordings Division listed on the attached report.

**Document Number(s)**  
00000855244-58

**Description**  
Merge In

**Number of Pages**  
10 Pages/1 Copies

Respectfully,

A handwritten signature in cursive script, appearing to read "Dean Heller".

DEAN HELLER  
Secretary of State

By

A handwritten signature in cursive script, appearing to be a stylized "A" or "B".

Certification Clerk



**Commercial Recording Division**  
202 N. Carson Street  
Carson City, Nevada 89701-4069  
Telephone (775) 684-5708  
Fax (775) 684-7138



**DEAN HELLER**  
 Secretary of State  
 204 North Carson Street, Suite 1  
 Carson City, Nevada 89701-4288  
 (775) 684 8708  
 Website: secretaryofstate.biz

Entity #  
**E0469502006-5**  
 Document Number  
**00000855244-58**

Date Filed:  
 6/22/2006 10:50:38 AM  
 In the office of

*Dean Heller*

Dean Heller  
 Secretary of State

**Articles of Merger**  
 (PURSUANT TO NRS 92A.200)  
**Page 1**

ABOVE SPACE IS FOR OFFICE USE ONLY

**(Pursuant to Nevada Revised Statutes Chapter 92A)  
 (excluding 92A.200(4b))**

- 1) Name and jurisdiction of organization of each constituent entity (NRS 92A.200). If there are more than four merging entities, check box ☐ and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity.

**Maruma, Inc.**

Name of merging entity

Florida

Jurisdiction

Corporation

Entity type \*

**Maruma, Inc.**

Name of merging entity

Nevada

Jurisdiction

Corporation

Entity type \*

Name of merging entity

Jurisdiction

Entity type \*

Name of merging entity

Jurisdiction

Entity type \*

and,

**Maruma, Inc.**

Name of surviving entity

Nevada

Jurisdiction

Corporation

Entity type \*

\* Corporation, non-profit corporation, limited partnership, limited liability company or business trust.

Filing Fee: \$350.00

This form must be accompanied by appropriate fees.

Revised Secretary of State Article Merger 2002  
 Repealed on 1/1/2005



**DEAN HELLER**  
 Secretary of State  
 204 North Carson Street, Suite 1  
 Carson City, Nevada 89701-4299  
 (775) 684 8788  
 Website: secretaryofstate.biz

**Articles of Merger**  
 (PURSUANT TO NRS 92A.200)  
**Page 2**

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2) Forwarding address where copies of process may be sent by the Secretary of State of Nevada (If a foreign entity is the survivor in the merger - NRS 92A.190):

Attn: Mark C. Zirzow

c/o: 5 Ravinia Court  
 Henderson, Nevada 89052

Note: Domestic entity is the survivor in the merger.

3) (Choose one)



The undersigned declares that a plan of merger has been adopted by each constituent entity (NRS 92A.200).



The undersigned declares that a plan of merger has been adopted by the parent domestic entity (NRS 92A.190).

4) Owner's approval (NRS 92A.200) (options a, b, or c must be used, as applicable, for each entity) (If there are more than four merging entities, check box ☐ and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity):

(a) Owner's approval was not required from

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

and, or;

Name of surviving entity, if applicable

This form must be accompanied by appropriate fees.

Nevada Secretary of State: All Mergers 2003  
 Revised on: 190304



**DEAN HELLER**  
Secretary of State  
204 North Carson Street, Suite 1  
Carson City, Nevada 89701-4299  
(775) 684 6708  
Website: [secretaryofstate.biz](http://secretaryofstate.biz)

**Articles of Merger**  
(PURSUANT TO NRS §2A.200)  
**Page 3**

ABOVE SPACE IS FOR OFFICE USE ONLY

(b) The plan was approved by the required consent of the owners of:

Manuma, Inc. (Florida)

Name of merging entity, if applicable

Manuma, Inc. (Nevada)

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

and, or,

Manuma, Inc. (Nevada)

Name of surviving entity, if applicable

\* Unless otherwise provided in the certificate of trust or governing instrument of a business trust, a merger must be approved by all the trustees and beneficial owners of each business trust that is a constituent entity in the merger.

This form must be accompanied by appropriate fees.

Nevada Secretary of State AM M001/2005  
Revised on 1005-105



**DEAN HELLER**  
 Secretary of State  
 204 North Carson Street, Suite 1  
 Carson City, Nevada 89701-4299  
 (775) 684 6768  
 Website: secretaryofstate.biz

**Articles of Merger**  
 (PURSUANT TO NRS 92A.200)  
**Page 4**

ABOVE SPACE IS FOR OFFICE USE ONLY

**(c) Approval of plan of merger for Nevada non-profit corporation (NRS 92A.160):**

The plan of merger has been approved by the directors of the corporation and by each public officer or other person whose approval of the plan of merger is required by the articles of incorporation of the domestic corporation.

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

and, or:

Name of surviving entity, if applicable

*This form must be accompanied by appropriate fees.*

Nevada Secretary of State AM Merger 2003  
 Revised 08/10/03



**DEAN HELLER**  
 Secretary of State  
 204 North Carson Street, Suite 1  
 Carson City, Nevada 89701-4289  
 (775) 684 6768  
 Website: secretaryofstate.biz

**Articles of Merger**  
 (PURSUANT TO NRS 92A.200)  
**Page 5**

ABOVE SPACE IS FOR OFFICE USE ONLY

5) Amendments, if any, to the articles or certificate of the surviving entity. Provide article numbers, if available. (NRS 92A.200)\*:

None.

6) Location of Plan of Merger (check a or b):



(a) The entire plan of merger is attached.

or,



(b) The entire plan of merger is on file at the registered office of the surviving corporation, limited liability company or business trust, or at the records office address if a limited partnership, or other place of business of the surviving entity (NRS 92A.200).

7) Effective date (optional)\*: 6/26/06

\* Amended and restated articles may be attached as an exhibit or integrated into the articles of merger. Please entitle them "Restated" or "Amended and Restated," accordingly. The form to accompany restated articles prescribed by the secretary of state must accompany the amended and/or restated articles. Pursuant to NRS 92A.180 (merger of subsidiary into parent - Nevada parent owning 90% or more of subsidiary), the articles of merger may not contain amendments to the constituent documents of the surviving entity except that the name of the surviving entity may be changed.

\*\* A merger takes effect upon filing the articles of merger or upon a later date as specified in the articles, which must not be more than 90 days after the articles are filed (NRS 92A.240).

This form must be accompanied by appropriate fees.

Nevada Secretary of State AM Merger 2003  
 Revised 01/12/23/05



**DEAN HELLER**  
 Secretary of State  
 204 North Carson Street, Suite 1  
 Carson City, Nevada 89701-4299  
 (775) 684 5703  
 Website: secretaryofstate.biz

**Articles of Merger**  
 (PURSUANT TO NRS 92A.200)  
**Page 6**

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8) Signatures - Must be signed by: An officer of each Nevada corporation; All general partners of each Nevada limited partnership; All general partners of each Nevada limited partnership; A manager of each Nevada limited-liability company with managers or all the members if there are no managers; A trustee of each Nevada business trust (NRS 92A.230).  
 (If there are more than four merging entities, check box ☐ and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity.)

Masuma, Inc. (Florida)

Name of merging entity

Signature

President  
 Title

Date

Masuma, Inc. (Nevada)

Name of merging entity

Signature

President  
 Title

Date

Name of merging entity

Signature

Title

Date

Name of merging entity

Signature

Title

Date

Masuma, Inc.

Name of surviving entity

Signature

President  
 Title

Date

\*The articles of merger must be signed by each foreign constituent entity in the manner provided by the law governing it (NRS 92A.230). Additional signature blocks may be added to this page or as an attachment, as needed.

**IMPORTANT:** Failure to include any of the above information and submit the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees.

Nevada Secretary of State AM Merge 2003  
 Revised on: 10/20/05

## PLAN OF MERGER

This Plan of Merger ("*Plan of Merger*") is made by and between Masusma, Inc., a Nevada corporation ("*Surviving Entity*"), and Masusma, Inc., a Florida corporation ("*Disappearing Entity*" and, together with Surviving Entity, the "*Constituent Entities*").

### Preliminary Statements

A. The Directors of each Constituent Entity deem it advisable and for the general welfare of each Constituent Entity and their respective shareholders that the Constituent Entities merge into a single corporation pursuant to this Plan of Merger and the applicable laws of the State of Nevada and the State of Florida.

B. The Surviving Entity, Masusma, Inc., is a corporation incorporated in the State of Nevada and existing under the laws of the State of Nevada, Chapter 78 of Nevada Revised Statutes ("*NRS*").

C. The Disappearing Entity, Masusma, Inc., is a corporation incorporated in the State of Florida and existing under the laws of the State of Florida, Chapter 607 of the Florida Statutes ("*Florida Statutes*").

D. The authorized capital stock of the Disappearing Entity is 1,000 shares of common stock with a par value of \$1.00 per share. The outstanding common stock of the Disappearing Entity consists of 200 shares of common stock with a par value of \$1.00 per share, which are owned as follows: (a) Mark C. Zirzow: 100 shares, and (b) Susan B. Zirzow: 100 shares.

E. The authorized capital stock of the Surviving Entity is 1,000 shares of common stock with a par value of \$1.00 per share. The outstanding common stock of the Surviving Entity consists of 200 shares of common stock with a par value of \$1.00 per share, which are owned as follows: (a) Mark C. Zirzow: 100 shares, and (b) Susan B. Zirzow: 100 shares.

### Agreement:

Based upon the foregoing, the merger of the Disappearing Entity with and into the Surviving Entity pursuant to the provisions of Chapter 92A of the NRS and pursuant to Chapter 607 of the Florida Statutes shall be consummated upon the following terms and conditions:

1. *Merger*: At the Effective Date (as defined below), the Disappearing Entity shall be merged with and into Surviving Entity (the "*Merger*"). The Surviving Entity shall be the surviving corporation in accordance with the provisions of Chapter 92A of the NRS, and the separate existence of the Disappearing Entity shall cease.

2. *Effective Date*: Pursuant to Section 92A.240 of the NRS and pursuant to Chapter 607 of the Florida Statutes, the Constituent Entities hereby designate June 26, 2006 as the effective date of the Merger (the "*Effective Date*").

3. *Separate Existence*: The separate existence of the Disappearing Entity shall cease.



at the time the Merger takes effect pursuant to the provisions of Chapter 607 of the Florida Statutes; and the Surviving Entity shall continue its existence as the surviving corporation pursuant to Chapter 92A of the NRS.

4. *Conversion of Interests of Disappearing Entity.* As of the Effective Date of the Plan of Merger, each outstanding share of the Disappearing Entity shall be converted to one (1) common share of the Surviving Entity.

5. *Outstanding Interests of Surviving Entity.* Each share of the Surviving Entity outstanding immediately prior to the time the Plan of Merger takes effect shall remain outstanding and is not affected by the merger.

6. *Permissible Under Nevada Law.* The laws of the State of Nevada, the jurisdiction of organization of the Surviving Entity, permit a merger of a foreign corporation into a domestic corporation; the merger of the Disappearing Entity into the Surviving Entity is in compliance with the laws of the State of Nevada.

7. *Permissible Under Florida Law.* The laws of the State of Florida, the jurisdiction of organization of the Disappearing Entity, permit a merger of a Florida corporation into a foreign corporation pursuant to Chapter 607.1107 of the Florida Statutes; the merger of the Disappearing Entity into the Surviving Entity is in compliance with the laws of the State of Florida. The principal office of the Surviving Entity is 5 Ravinia Court, Henderson, Nevada 89052. There are no dissenting shareholders, however, in compliance with Chapter 607.1109(g) of the Florida Statutes, the Surviving Entity is deemed to have appointed the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders, if any, of the Disappearing Entity, and the Surviving Entity has agreed to promptly pay to the dissenting shareholders, if any, any amount they may be entitled under Chapter 607.1302 of the Florida Statutes.

8. *Shareholder Approval.* Shareholder approvals from both of the Constituent Entities were obtained and were unanimous in favor of the Merger and Plan of Merger.

9. *Governing Instruments.* The Articles of Incorporation and Bylaws of the Surviving Entity in effect on the Effective Date shall be the governing instruments of the Surviving Entity after the Effective Date.

10. *Effect of Merger.* At the Effective Date, the Surviving Entity shall continue in existence and, without further transfer, succeed to and possess all of the rights, privileges and purposes of each of the Constituent Entities; and all of the property, real and personal, including subscriptions to shares, causes of action and every other asset of each of the Constituent Entities, shall vest in the Surviving Entity without further act or deed; and the Surviving Entity shall be liable for all of the liabilities, obligations and penalties of each of the Constituent Entities. If at any time the Surviving Entity shall consider or be advised that any further assignments, conveyances or assurances in law are necessary or desirable to vest, perfect or confirm of record in the Surviving Entity the title to any property or rights of the Constituent Entities, or otherwise to carry out the provisions hereof, the proper officers, directors or managers of the Constituent Entities, as of the Effective Date, shall execute and deliver any and all things necessary or proper

to vest, perfect or confirm title to such property or rights in the Surviving Entity, and otherwise to carry out the provisions hereof.

11. *Approval of Directors.* The Directors of both of the Constituent Entities have approved this Plan of Merger. This Plan of Merger has been duly and validly executed and delivered by the Constituent Entities and constitutes a legal, valid and binding agreement, enforceable against each Constituent Entity in accordance with its terms.

12. *Dissenters' Rights.* The approval of this Plan of Merger and the consummation of the Merger do not trigger any dissenters' rights for the stockholders of the Constituent Entities.

13. *Binding Effect.* This Plan of Merger shall be binding on, and shall insure to the benefit of the parties hereto, their respective legal representatives, successors and assigns.

[REST OF PAGE INTENTIONALLY LEFT BLANK]

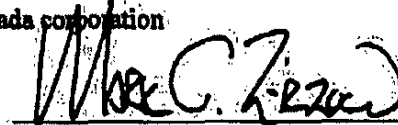
IN WITNESS WHEREOF, each party to this Plan of Merger has caused this Plan of Merger to be executed on its behalf by its appropriate representative as the date and year first written above.

**SURVIVING ENTITY:**

**MASUSMA, INC.,**

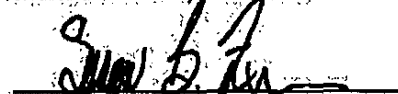
a Nevada corporation

By:



Mark C. Zirzow, President

By:



Susan B. Zirzow, Treasurer and Secretary

**DISAPPEARING ENTITY:**

**MASUSMA, INC.,**

a Florida corporation

By:



Mark C. Zirzow, President

By:



Susan B. Zirzow, Secretary

**EXHIBIT “2”**



DEAN HELLER  
Secretary of State  
208 North Carson Street  
Carson City, Nevada 89701-4299  
(775) 684 5708  
Website: secretaryofstate.biz

Entity #:  
E0469502006-5  
Document Number:  
00000855243-47

Date Filed:  
6/22/2006 10:50:38 AM  
In the office of

*Dean Heller*

Dean Heller  
Secretary of State

## Articles of Incorporation

(PURSUANT TO NRS 78)

ABOVE SPACE IS FOR OFFICE USE ONLY

1. <b>Name of Corporation:</b>	Mazuma, Inc.		
2. <b>Resident Agent Name and Street Address:</b> <small>(Must be a Nevada address where service may be made.)</small>	Mark C. Zirzow Name 5 Ravinia Court Street Address Henderson City Nevada 89052 State Zip Code Optional Mailing Address: _____ City State Zip Code		
3. <b>Shares:</b> <small>(Number of shares authorized to issue)</small>	Number of shares with par value: 1,000 Par value: \$ 1.00 Number of shares without par value: 0		
4. <b>Names &amp; Addresses of Board of Directors/Trustees:</b> <small>(List each person's name, office address, and residence address.)</small>	1. Mark C. Zirzow Name 5 Ravinia Court Street Address Henderson City NV 89052 State Zip Code 2. Susan B. Zirzow Name 5 Ravinia Court Street Address Henderson City NV 89052 State Zip Code 3. _____ Name Street Address City State Zip Code		
5. <b>Purpose:</b> <small>(Indicate as intended.)</small>	The purpose of this Corporation shall be: (Any lawful purpose)		
6. <b>Names, Address and Signature of Incorporator:</b> <small>(Indicate name, office address, and residence address.)</small>	Mark C. Zirzow Name 5 Ravinia Court Address Henderson City NV 89052 State Zip Code <i>Mark C. Zirzow</i> Signature		
7. <b>Certificate of Appointment of Resident Agent:</b>	I hereby accept appointment as Resident Agent for the above named corporation. <i>Mark C. Zirzow</i> Authorized Signature of R. A. or On Behalf of R. A. Company Date 6/21/06		

This form must be accompanied by appropriate fees.

**Addendum To  
Articles of Incorporation  
of  
Masusma, Inc.  
a Nevada corporation**

8. **Directors.** The members of the governing board of the Corporation shall be designated as "**Directors.**" The initial board of Directors shall consist of one member who shall serve until his successor has been appointed, elected and qualified. The number of Directors of the Corporation may be increased or decreased from time to time as provided in the bylaws of the Corporation.

9. **Certain Powers of Board of Directors.** In furtherance and not in limitation of the rights, powers, privileges and discretionary authority granted or conferred by Nevada Revised Statutes ("NRS") Chapter 78 or other statutes or laws of the State of Nevada, the board of Directors is expressly authorized to: (i) make, amend, alter or repeal the bylaws of the Corporation; (ii) adopt from time to time bylaw provisions with respect to indemnification of Directors, officers, employees, agents and other persons as it shall deem expedient and in the best interests of the Corporation and to the extent permitted by law; and (iii) fix and determine designations, preferences, privileges, rights and powers and relative, participating, optional or other special rights, qualifications, limitations or restrictions on the capital stock of the Corporation as provided by NRS § 78.195, except as otherwise provided herein.

10. **Indemnification of Directors.** No officer or Director of the Corporation will be individually liable to the Corporation or its shareholders for any damages as a result of any act or failure to act in his or her capacity as a Director or officer except to the extent mandated by Nevada law. No amendment or repeal of this Article 10 applies to, or has any effect on the liability or alleged liability of, any officer or Director of this Corporation for, or with respect to, any acts or omissions of such officer or Director occurring prior to such amendment or repeal, except as otherwise required by law.

Every person who was or is a party to, or is threatened to be made party to, or is involved in, any action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she or a person of whom he or she is the legal representative is or was an officer or Director of the Corporation or is or was serving at the request of the Corporation as a Director, officer, employee or agent of another corporation, partnership, limited liability company, joint venture, trust or other enterprise shall be indemnified and held harmless to the fullest extent legally permissible under the laws of the State of Nevada (as amended from time to time), against all expenses, liabilities and losses for and including attorney's fees, judgments, fines and amounts paid or to be paid in settlement, reasonably incurred or suffered by him or her in connection therewith. Such right of indemnification shall be deemed a contract, which may be enforced in any matter desired by any person. Such right of indemnification shall not be exclusive of any other right which such Directors, officers or representatives may have or hereafter acquire, and without limiting the generality of such statement, they shall be entitled to the respective rights of indemnification under any bylaw, agreement, vote of shareholders, provision of law or otherwise, as well as their rights under this Article.

Without limiting the application of the foregoing, the Corporation may adopt bylaws or enter into contracts from time to time with respect to indemnification to provide at all times the fullest indemnification permitted by Nevada law and may cause the Corporation to purchase and maintain insurance on behalf of any person who is or was an officer, Director, employee or agent of the Corporation or was serving as an officer, Director, employee or agent of another corporation, partnership, limited liability company, joint venture, trust or other enterprise for any liability asserted against such person and liability and expenses incurred by him or her in any such capacity or arising out of such status, whether or not the Corporation has the authority to indemnify such person.

All expenses incurred by an officer or Director in defending a civil or criminal action, suit or proceeding by reason of the fact that he or she is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee or agent of another corporation, partnership, limited liability company, joint venture, trust or other enterprise must be paid by the Corporation as they are incurred in advance of final disposition of the action, suit or proceeding, upon receipt of an undertaking by or on behalf of the officer or Director to repay the amount if it is ultimately determined by a court of competent jurisdiction that he or she is not entitled to be indemnified by the Corporation.

11. **No Preemptive Rights.** No holder of any shares of the Corporation shall have any preemptive right to purchase, subscribe for or otherwise acquire any shares of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, warrants or other instruments evidencing rights of options to subscribe for, purchase or otherwise acquire such shares.

## **EXHIBIT “3”**



# SECRETARY OF STATE



## CORPORATE CHARTER (CONVERSION)

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that **MASUSMA, INC.** did on June 22, 2006 file in this office the Convert In and Articles of Incorporation; that said Articles are now on file and of record in the office of the Secretary of State of the State of Nevada, and further, that said Articles contain all the provisions required by the law of said State of Nevada.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, on June 22, 2006.

A handwritten signature in cursive script that reads "Dean Heller".

DEAN HELLER  
Secretary of State

By

A handwritten signature in cursive script, likely belonging to the Certification Clerk.

Certification Clerk

