

DEC. 19. 2005 3:18 PM
Division of Corporations

SAXON, GILMORE

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Florida Department of State
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Account Number : I20030000134
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MERGER OR SHARE EXCHANGE

UNIWORLD MANAGEMENT SERVICES, INC.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

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ARTICLES OF MERGER

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(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

UNIWORLD MANAGEMENT SERVICES, INC., a Florida corporation

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

Name

Jurisdiction

RIISE GROUP I, INC., a Florida corporation

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.

Fifth: Adoption of Merger by **surviving** corporation:

The Plan of Merger was unanimously adopted by all of the stockholders of the surviving corporation on December 15, 2005.

Sixth: Adoption of Merger by **merging** corporation:

The Plan of Merger was unanimously adopted by all of the stockholders of the merging corporation on December 15, 2005.

Seventh: The Articles of Merger may be signed in any number of counterparts, each of which shall be an original, with the same effect as if the signatures were upon the same instrument. The Articles of Merger shall become effective when each party hereto shall have received counterparts hereof signed by all of the parties hereto.

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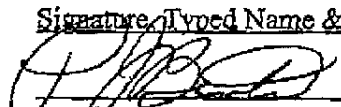
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Eighth: SIGNATURES FOR EACH CORPORATION

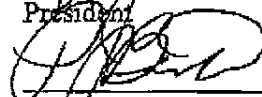
Name of Corporation

Signature, Typed Name & Title

UNIWORLD MANAGEMENT SERVICES, INC.


P.J. Benton
President

RIISE GROUP I, INC.,


P.J. Benton
President

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PLAN OF MERGER**Plan Adopted**

1.01. A plan of merger of RIISE GROUP I, INC., a Florida corporation ("RIISE" or the "Merging Corporation"), and UNIWORLD MANAGEMENT SERVICES, INC., a Florida corporation ("UNIWORLD" or the "Surviving Corporation"), pursuant to Section 607.214 of the Florida Statutes and Section 368(a)(1)(A) of the Internal Revenue Code, is adopted as follows:

- (a) RIISE shall be merged with and into UNIWORLD, to exist and be governed by the laws of the State of Florida.
- (b) The name of the surviving corporation shall be UNIWORLD MANAGEMENT SERVICES, INC.
- (c) When the Articles of Merger shall become effective, the separate corporate existence of RIISE shall cease, and the Surviving Corporation shall succeed, without other transfer, to all the rights and property of the Merging Corporation and shall be subject to all the debts and liabilities of the Merging Corporation in the same manner as if the Surviving Corporation had itself incurred them. All rights of creditors and all liens on the property of the Merging Corporation shall be preserved unimpaired, limited in lien to the property affected by the liens immediately prior to the merger.
- (d) The Surviving Corporation will carry on business with the assets of RIISE, as well as with the assets of UNIWORLD.
- (e) In exchange for shares of the Surviving Corporation to which they are entitled hereunder, the stockholders of RIISE and UNIWORLD will surrender all of their shares to the Secretary of the Surviving Corporation promptly after the Effective Date, and such surrendered shares shall be cancelled.
- (f) Upon such surrender of shares, the Surviving Corporation will issue and transfer to such stockholders, the number of shares of Common Stock of UNIWORLD set forth next to their names below, which represents the percentage of shares set forth next to their names below:

<u>Stockholder Name</u>	<u>Number of Shares</u>	<u>Percentage of Shares</u>
P.J. Benton	26	26%
Debra Benton	25	25%
Brenda Gary	17	17%
Robert Monroe	16	16%
Ricardo L. Gilmore	16	16%
Total:	100	100%

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- (g) The Articles of Incorporation of UNIWORLD, as existing on the effective date of the merger, shall continue in full force as the Articles of Incorporation of the Surviving Corporation until altered, amended, or repealed as provided in UNIWORLD's Articles of Incorporation or as provided by law.

Effective Date

1.02. The merger shall be treated as effective on the date the Articles of Merger are filed with the Florida Department of State.

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