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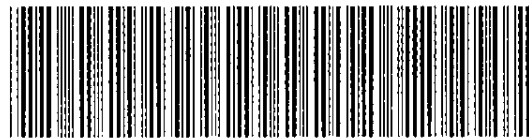
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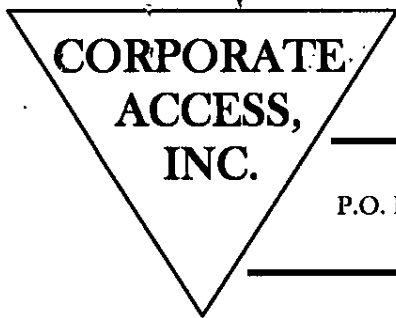
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EXAMINER



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Merger

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1. Stonehill Investment Partnership, Inc.
(CORPORATE NAME AND DOCUMENT #)

2. _____
(CORPORATE NAME AND DOCUMENT #)

3. _____
(CORPORATE NAME AND DOCUMENT #)

4. _____
(CORPORATE NAME AND DOCUMENT #)

5. _____
(CORPORATE NAME AND DOCUMENT #)

6. _____
(CORPORATE NAME AND DOCUMENT #)

SPECIAL INSTRUCTIONS:

Effective Dec. 31, per Section 4
of Exhibit "A".

ARTICLES OF MERGER
and
CERTIFICATE OF MERGER
OF

STONEHILL INVESTMENT PARTNERSHIP, INC., a Florida corporation
and
SRA ACQUISITIONS, L.L.C., a Florida limited liability company #L08000098506
and
SRA ASSET ACQUISITION CORP., a Florida corporation #P08000095543

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The undersigned two corporations and one limited liability company, in accordance with the Florida Business Corporation Act and the Florida Limited Liability Company Act, hereby adopt the following Articles of Merger and Certificate of Merger.

ARTICLE I. Constituent Entities. The names of the constituent entities that are parties to the Merger and these Articles of Merger and Certificate of Merger are STONEHILL INVESTMENT PARTNERSHIP, INC., a Florida corporation (the "Surviving Corporation"), SRA ACQUISITIONS, L.L.C., a Florida limited liability company (the "Merged Other Business Entity") and SRA ASSET ACQUISITION CORP., a Florida corporation (the "Merged Corporation"). The Merged Other Business Entity is the parent and sole shareholder of the Surviving Corporation.

ARTICLE II. Surviving Corporation. The corporation to survive the Merger is STONEHILL INVESTMENT PARTNERSHIP, INC., which shall continue under its present name.


ARTICLE III. Plan of Merger. A copy of the Plan of Merger is attached hereto marked Exhibit "A" and made a part hereof (the "Plan of Merger"). The Plan of Merger provides that the Effective Date of the Merger is as of the close of business on December 31, 2010.

ARTICLE IV. Adoption. The Plan of Merger was duly adopted (i) by the sole shareholder and the members of the Board of Directors of the Surviving Corporation by unanimous written action dated November 30th, 2010 as required by the laws of the State of Florida, (ii) by the shareholders and the members of the Board of Directors of the Merged Corporation by unanimous written action dated November 30th, 2010 as required by the laws of the State of Florida, and (iii) by the members and the manager of the Merged Other Business Entity by unanimous written action dated November 30th, 2010 as required by the laws of the State of Florida, and no statement as to the rights of dissenting shareholders pursuant to Section 607.1103, Florida Statutes, or as to the rights of dissenting members pursuant to Section 608.4354, Florida Statutes, is required.

IN WITNESS WHEREOF, the undersigned have executed and signed these Articles of Merger and Certificate of Merger this 30th day of November, 2010.

STONEHILL INVESTMENT PARTNERSHIP,
INC., a Florida corporation

ATTEST:




Anthony G. Aboud, Secretary
(CORPORATE SEAL)

By: 


Anthony G. Aboud, President

SRA ASSET ACQUISITION CORP., a
Florida corporation


ATTEST:


Anthony G. Aboud, Secretary

(CORPORATE SEAL)

By: 
Anthony G. Aboud, President

SRA ACQUISITIONS, L.L.C., a
Florida limited liability company

By: 
Anthony G. Aboud, Manager

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 30th day of November, 2010 by Anthony G. Aboud, as President of STONEHILL INVESTMENT PARTNERSHIP, INC., a Florida corporation, on behalf of the corporation, as President of SRA ASSET ACQUISITION CORP., a Florida corporation, on behalf of the corporation, and as Manager of SRA ACQUISITIONS, L.L.C., a Florida limited liability company, on behalf of the Company.


Notary Public

My commission expires:

Brandy DeWitt
Notary Public, State of Florida
My Comm. Expires July 07, 2012
No.DD800386

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EXHIBIT "A"
Plan of Merger

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PLAN OF MERGER

This PLAN OF MERGER (the "Agreement"), is made and entered into of the 30th day of November, 2010 by and between STONEHILL INVESTMENT PARTNERSHIP, INC., a Florida corporation (the "Surviving Corporation"), SRA ACQUISITIONS, L.L.C., a Florida limited liability company (the "Merged Other Business Entity") and SRA ASSET ACQUISITION CORP., a Florida corporation (the "Merged Corporation").

Recitals

A. The Surviving Corporation, the Merged Corporation and the Merged Other Business Entity desire to adopt a plan of reorganization within the meaning of Section 368 of the Internal Revenue Code of 1986, as amended, (the "Code") for the purpose of qualifying as a tax-free reorganization within the meaning of Section 368(a)(1)(A) of such Code by effecting a merger pursuant to Florida law.

B. The Surviving Corporation is a wholly owned subsidiary of the Merged Other Business Entity Corporation.

NOW, THEREFORE, for and in consideration of the recitals and the representations, warranties, covenants, agreements and undertakings hereinafter set forth, the parties agree to the following Plan of Merger and reorganization:

1. Plan of Merger. On the Effective Date (as defined in Section 4 below) each of SRA ACQUISITIONS, L.L.C., a Florida limited liability company, and SRA ASSET ACQUISITION CORP., a Florida corporation, shall merge with and into STONEHILL INVESTMENT PARTNERSHIP, INC., a Florida corporation, in accordance with the merger laws of the State of Florida. STONEHILL INVESTMENT PARTNERSHIP, INC., a Florida corporation, shall continue to exist under the laws of the State of Florida as the Surviving Corporation and the separate existence of SRA ACQUISITIONS, L.L.C., a Florida limited liability company and SRA ASSET ACQUISITION CORP., a Florida corporation, shall terminate on the Effective Date of the Merger.

2. Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation in effect on the Effective Date of the Merger will continue to be the Articles of Incorporation of the Surviving Corporation and shall not be changed by virtue of the Merger.

3. Bylaws. The Bylaws of the Surviving Corporation in effect on the Effective Date of the Merger shall be the Bylaws of the Surviving Corporation until amended in accordance with law, or as specified in the Articles of Incorporation or Bylaws of the Surviving Corporation.

4. Effective Date of the Merger. The date the Merger shall become effective (the "Effective Date") shall be as of the close of business on December 31, 2010.

5. Effect of Merger. On the Effective Date of the Merger the separate existence of each of the Merged Corporation and the Merged Other Business Entity shall cease. As provided by the Florida Business

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Corporation Act, the Surviving Corporation shall thereupon and thereafter possess all of the rights, privileges, immunities and franchises of a public, as well as of a private nature, of the Merged Corporation and the Merged Other Business Entity and shall be subject to all the restrictions, disabilities and duties of each such merged entity; and all property, real, personal and mixed, and all debts due on whatsoever account, including all subscription to shares, and all other choses in action, and all and every interest, of or belonging to or due to the Merged Corporation and the Merged Other Business Entity shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and the title to any real estate or any interest therein, vested in the Merged Corporation shall not revert or in any way be impaired by reason of such Merger. The Surviving Corporation shall henceforth be responsible and liable for all liabilities and obligations of the Merged Corporation and the Merged Other Business Entity; and any claim existing or action or proceeding pending by or against the Merged Corporation or the Merged Other Business Entity may be prosecuted as if such Merger had not taken place, or the Surviving Corporation may be substituted in its place. Neither the rights of creditors nor any liens upon the property of the Merged Corporation or the Merged Other Business Entity shall be impaired by such Merger.

6. Exchange of Shares and Membership Interests. The issued shares of common stock of the Surviving Corporation that are outstanding immediately prior to the Merger shall be cancelled, retired and surrendered for cancellation and shall cease to exist as of the Effective Date of the Merger due to the fact that the Merged Other Business Entity, as the sole shareholder of the Surviving Corporation, has merged into the Surviving Corporation. On the Effective Date of the Merger, each issued and outstanding percentage Membership Interest of the Merged Other Business Entity immediately prior to the Merger shall be converted into the right to receive the same percentage of the shares of the issued and outstanding common stock of the Surviving Corporation. On the Effective Date of the Merger, the outstanding shares of capital stock of the Merged Corporation shall be cancelled, retired and surrendered for cancellation and shall cease to exist as of the Effective Date of the Merger, due to the fact that the shareholders of the Merged Corporation are the same as the members of the Other Business Entity and will own all of the stock of the Surviving Corporation in the same ownership percentages as they own said stock of the Merged Corporation.

7. Joint Representations of the Parties. Each of the parties represents and warrants that it will treat this transaction as a reorganization pursuant to the provisions of Section 368(a)(1)(A) of the Code and each of the parties represents and warrants that it will file its tax returns in such a manner so as to reflect this transaction as a reorganization pursuant to said provisions of the Internal Revenue Code.

8. Counterparts. This Plan of Merger may be executed in one (1) or more counterparts, each of which shall be deemed an original, but all of which together will constitute one (1) and the same instrument. The parties hereto agree that facsimile and electronically transmitted

portable document format (pdf) signatures shall be deemed original.

9. Further Assurances. If, at any time, the officers of the Surviving Corporation shall determine that additional conveyances, documents, or other actions are necessary to carry out the provisions of this Plan of Merger, the officers and directors of the Merged Corporation and the Manager of the Merged Other Business Entity as of the Effective Date of the Merger shall execute such conveyances, or documents or take such actions.

10. Amendment/Abandonment of Plan. The sole Shareholder of the Surviving Corporation has authorized the Board of Directors of the Surviving Corporation to amend this Plan of Merger or abandon the Merger, prior to the Effective Date of the Merger, without further action of the Shareholder. The Shareholders of the Merged Corporation have authorized the Board of Directors of the Merged Corporation to amend this Plan of Merger or abandon the Merger, prior to the Effective Date of the Merger, without further action of the Shareholders. The Members of the Merged Other Business Entity have authorized the Manager of the Merged Other Business Entity to amend this Plan of Merger or abandon the Merger, prior to the Effective Date of the Merger, without further action of the Members.

IN WITNESS WHEREOF, the parties have executed this Agreement as of the day and year first above written.

WITNESSES:

Mary Ann Chitler

STONEHILL INVESTMENT PARTNERSHIP,
INC., a Florida corporation

By: [Signature]
Anthony G. Aboud, President

Mary Ann Chitler

SRA ASSET ACQUISITION CORP., a
Florida corporation

By: [Signature]
Anthony G. Aboud, President

Mary Ann Chitler

SRA ACQUISITIONS, L.L.C.,
a Florida limited liability company

By: [Signature]
Anthony G. Aboud, Manager