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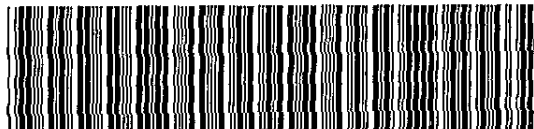
(Business Entity Name)

(Document Number)

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STATE
REGISTRARS
TALLAHASSEE, FL 32309

RECEIVED
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SECRETARY OF STATE
TALLAHASSEE, FL 32309

FILED
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OFFICE USE ONLY(DOCUMENT #)

LAZARUS CORPORATE FILING SERVICE

3320 S.W. 87 AVENUE

MIAMI, FLORIDA (305)552-5973

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. SEVEN STARS HOLDING, INC.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

**ARTICLES OF MERGER
OF
DADE CORNERS MARKETPLACE CORPORATION
WITH AND INTO
SEVEN STARS HOLDING, INC.**

FILED
04 DEC -9 PM 4:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To Department of State
State of Florida

Pursuant to the provisions of Section 607.1109 of the Florida Business Corporation Act, the undersigned corporations do hereby adopt and execute these Articles of Merger for the purpose of merging Dade Corners Marketplace Corporation, a Florida corporation (the "Predecessor Corporation"), into Seven Stars Holding, Inc., a Florida corporation (the "Surviving Corporation").

2. The plan of merger and the manner in which the exchange, classification or cancellation of issued shares shall be effected is as follows:

Each issued share of the Predecessor Corporation when the merger takes effect shall be converted into one (1) share of the Surviving Corporation. The issued shares of the Surviving Corporation shall not be converted or exchanged in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of the Surviving Corporation. Annexed hereto as Exhibit "A" and made a part hereof is the Plan of Merger.


3. The Plan of Merger was approved by each corporation that is a party to the merger in accordance with the applicable provisions of Chapter 607, Florida Statutes.

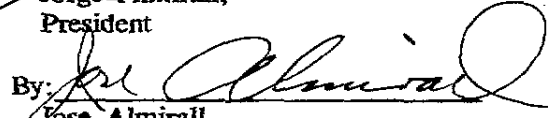
4. The merger herein provided for shall be effective in the State of Florida upon the filing of these Articles of Merger with the Department of State of Florida.

5. The Plan of Merger was approved by the shareholders of the Predecessor Corporation and the shareholders of the Surviving Corporation, on December 7, 2004.

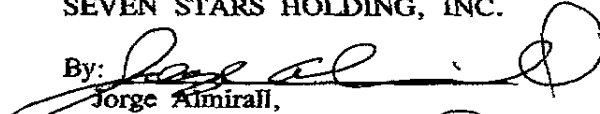
IN WITNESS WHEREOF, the undersigned corporations have executed these Articles of Merger on the 7th day of December, 2004.

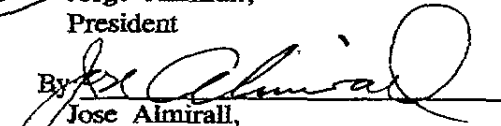
DADE CORNERS MARKETPLACE CORPORATION

By: 
Jorge Almirall,
President

By: 
Jose Almirall,
Secretary

SEVEN STARS HOLDING, INC.

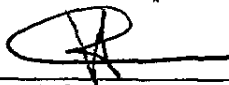
By: 
Jorge Almirall,
President

By: 
Jose Almirall,
Secretary

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

On this 7th day of December, 2004, before me, a Notary Public in and for the State and County aforesaid, personally appeared Jorge Almirall and Jose Almirall, who are to me known to be the person named as the President and Secretary, respectively, of both Dade Corners Marketplace Corporation and Seven Stars Holding, Inc., in the foregoing Articles of Merger and who duly acknowledged to me that they executed such Articles of Merger as the President and Secretary of such Corporations.

 James A Marx
My Commission DD097772
Expires March 13, 2006


Notary Public
State of Florida

(Notarial Seal)

My Commission expires:

DEC-06-04 09:05PM FROM-

T-837 P.04/08 F-894

EXHIBIT "A"
PLAN OF MERGER

PLAN OF MERGER

PLAN OF MERGER adopted by Dade Corners Marketplace Corporation, a corporation for profit organized under the laws of the State of Florida (the "Predecessor Corporation") by resolution of its Shareholders and Board of Directors on December 7, 2004, and adopted on December 7, 2005, by Seven Stars Holding, Inc., a corporation for profit organized under the laws of the State of Florida (the "Surviving Corporation"), by resolution of its Shareholders and Board of Directors on December 7, 2004. The names of the corporations planning to merge are Dade Corners Marketplace Corporation, a corporation for profit organized under the laws of the State of Florida, and Seven Stars Holding, Inc., a corporation for profit organized under the laws of the State of Florida. The name of the surviving corporation into which the "Predecessor Corporation" plans to merge is Seven Stars Holding, Inc.

1. The "Predecessor Corporation", shall, pursuant to the provisions of the Chapter 607, Florida Statutes, be merged with and into a single corporation, to wit, the "Surviving Corporation", which shall be the surviving corporation when the merger takes effect, and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the laws of the State of Florida. The separate existence of the "Predecessor Corporation" shall cease when the merger takes effect.

2. The articles of incorporation of the Surviving Corporation when the merger takes effect in the State of Florida shall be the articles of incorporation of said Surviving Corporation and said articles of incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the laws of the State of Florida.

3. The bylaws of the Surviving Corporation when the merger takes effect in the State of Florida will be the bylaws of said Surviving Corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the laws of the State of Florida.

4. The directors and officers in office of the Surviving Corporation when the merger takes effect in the State of Florida shall be the members of the first Board of Directors and the first officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the Surviving Corporation.

5. Each issued share of the Predecessor Corporation when the merger takes effect shall be converted into one (1) share of the Surviving Corporation. The issued shares of the Surviving Corporation shall not be converted or exchanged in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of the Surviving Corporation.

6. The Plan of Merger herein made and approved shall be submitted to the shareholders of Predecessor Corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act, and the merger of the Predecessor Corporation with and into the Surviving Corporation shall be authorized in the manner

prescribed by the laws of the State of Florida.

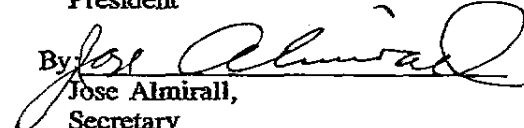
7. In the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the Predecessor Corporation in the manner prescribed by the provisions of the Florida Business Corporation Code, and in the event that the merger of the Predecessor Corporation with and into the Surviving Corporation shall have been duly authorized in compliance with the laws of the State of Florida, the Predecessor Corporation and the Surviving Corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the Predecessor Corporation and of the Surviving Corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

IN WITNESS WHEREOF, the undersigned parties have executed this Plan of Merger on this 7th day of December, 2004.


DADE CORNERS MARKETPLACE CORPORATION

By: 
Jorge Almirall,
President

By: 
Jose Almirall,
Secretary

SEVEN STARS HOLDING, INC.

By: 
Jorge Almirall,
President

By: 
Jose Almirall,
Secretary