

P97000102076

Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE

THE CANZERI COMPANY, INC.

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:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>The Canzeri Company, Inc.</u>	<u>District of Columbia</u>	<u></u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>The Canzeri Company, Inc.</u>	<u>Florida</u>	<u>P97000102076</u>
<u></u>	<u></u>	<u></u>
<u></u>	<u></u>	<u></u>
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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 / / (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 April 1, 2008.

The Plan of Merger was adopted by the board of directors of the surviving corporation on and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

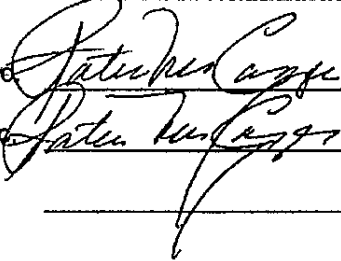
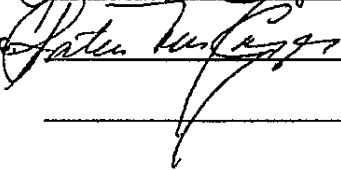
The Plan of Merger was adopted by the shareholders of the merging corporation(s) on April 1, 2008.

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

(Attach additional sheets if necessary)

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Seventh: SIGNATURES FOR EACH CORPORATIONName of CorporationSignature of an Officer or
DirectorTyped or Printed Name of Individual & TitleThe Canzeri Company, Inc.Patricia Novak Canzeri, PresidentThe Canzeri Company, Inc.Patricia Novak Canzeri, 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:

Name

Jurisdiction

The Canzeri Company, Inc.

District of Columbia

Second: The name and jurisdiction of each merging corporation:

Name

Jurisdiction

The Canzeri Company, Inc.

Florida

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

the surviving corporation shall succeed to, without further transfer, and shall possess and enjoy, all of the rights, privileges, immunities, powers and franchises both of a public and private nature, and all property, real, personal or mixed, and all debts due, and be subject to all of the restrictions, disabilities, duties and liabilities of the merging corporation existing as of the effective date; the assets and liabilities of merging corporation as of the effective date of the merger shall be taken up on the books of the surviving corporation at the amounts at which they shall be carried at that time on the books of the merging corporation.

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:

each share of the merging corporation shall be cancelled and no new shares of the surviving corporation shall be issued; none of the shares of the surviving corporation shall be converted, but all of such shares (including shares held in the treasury) shall remain issued shares of the surviving corporation.

(Attach additional sheets if necessary)

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