

P980000004208

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(Requestor's Name)

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(Address)

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(City/State/Zip/Phone #)

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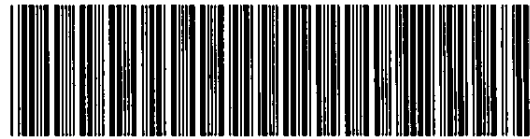
\_\_\_\_\_  
(Business Entity Name)

\_\_\_\_\_  
(Document Number)

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## Business Law Center of the Palm Beaches

Gardens Professional Center  
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March 11, 2014

VIA Federal Express

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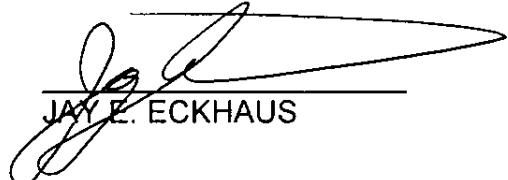
Re: Direct DVD Plus Video, Inc.  
Quest 4 Zest, Inc.  
Ride Skin Care Inc.  
Systems 48 Holdings Inc.

Dear Sir or Madam:

Please find enclosed the Articles of Merger for the above referenced domestic corporations together with a check for the \$140 filing fee.

Thank you.

Sincerely,



JAY E. ECKHAUS

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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**ARTICLES OF MERGER  
OF  
DIRECT DVD PLUS VIDEO, INC., QUEST 4 ZEST, INC., RIDE SKIN CARE INC.  
AND  
SYSTEMS 48 HOLDINGS INC.**

Pursuant to the provisions of the Florida Business Corporation Act, Section 607.1104 the domestic corporations herein named do hereby adopt the following articles of merger.

1. The Florida Department of State, Division of Corporations Document Number of the respective Parent and Subsidiary Corporations that are parties to the merger specified herein are:

SYSTEMS 48 HOLDINGS INC.	P98000004208
DIRECT DVD PLUS VIDEO, INC.	P05000081178
QUEST 4 ZEST, INC.	P03000132357
RIDE SKIN CARE INC.	P05000090491

2. The following is the Plan of Merger for merging DIRECT DVD PLUS VIDEO, INC., QUEST 4 ZEST, INC., and RIDE SKIN CARE INC. (hereinafter collectively, "Subsidiary Corporations") with and into such Subsidiary Corporations' parent, SYSTEMS 48 HOLDINGS INC. as approved and adopted by unanimous written consent of the sole director and sole shareholder of SYSTEMS 48 HOLDINGS INC. which written consent was given on March 10, 2014, in accordance with the provisions of Section 607.1104 (b) of the Florida Business Corporation Act.

3. SYSTEMS 48 HOLDINGS INC. is the owner of at least 80% of the outstanding shares of each of the Subsidiary Corporations.

4. The Plan of Merger provides as follows:

(a) Each of the Subsidiary Corporations shall be merged with and into SYSTEMS 48 HOLDINGS INC., which shall be the surviving corporation at the effective time and date of the merger as specified below and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under the name SYSTEMS 48 HOLDINGS INC. pursuant to the provisions of the Florida Business Corporation Act. The separate existence of each of the Subsidiary Corporations which is sometimes hereinafter referred to collectively as the "non-surviving corporations", shall cease at the effective time and date of the merger in accordance with the provisions of the Florida Business Corporation Act.

(b) The Articles of Incorporation of the surviving corporation at the effective time and date of the merger shall be the Articles of Incorporation of such surviving corporation.

(c) The present bylaws of the surviving corporation 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 Florida Business Corporation Act.

(d) The directors and officers in office of the surviving corporation at the effective time and date of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their respective offices until the election and qualification of their successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

(e) Each issued share of the non-surviving corporation immediately prior to the effective time and date of the merger shall, at the effective time and date of the merger, be cancelled. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued at the effective time and date of the merger shall continue to represent one issued share of the surviving corporation.

(f) The non-surviving corporation and the surviving corporation hereby stipulate that each such corporation 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.

(g) The Board of Directors and the proper officers of the non-surviving corporation and the Board of Directors and the proper officers 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.

5. The effective time and date of the merger herein shall all be on the date and at time that these articles are filed with the Secretary of State of the State of Florida.

Executed this 10<sup>th</sup> day of March, 2014

SYSTEMS 48 HOLDINGS INC.

By

  
Name: MAX HOUSS  
Title: Director

DIRECT DVD PLUS VIDEO, INC.

By

  
Name: MAX HOUSS  
Title: President

QUEST 4 ZEST, INC.

By

  
Name: MAX HOUSS  
Title: President

RIDE SKIN CARE INC.

By

  
Name: MAX HOUSS  
Title: President