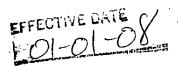
7800029539

(Requestor's Name)				
(Address)				
(Address)				
(City/State/Zip/Phone #)				
PICK-UP	☐ WAIT	MAIL		
(Business Entity Name)				
(Document Number)				
Certified Copies	_ Certificates	s of Status		
Special Instructions to Filing Officer:				

Office Use Only



900113228329



12/20/07--01018--025 **78.75

2007 DEC 20 PH 1: 15

PS 12/26/07 merper

COVER LETTER

Division of Corporations				
SUBJECT: AUERAGE E	NTERPRISES	CORP.		
(N	ame of Surviving Corporation)			
The enclosed Articles of Merger and	I fee are submitted for fi	ling.		
Please return all correspondence con	ncerning this matter to fo	ollowing:		
MAURO C. SANTOS (Contact Person)	<u>; </u>			
SAN 705 + COMPAN' (Firm/Company)	Y, P. A.			
@5 5.E. 2~ AUE., (Address)	SUITE 1235			
(City/State and Zip Code)	33131			
For further information concerning t	this matter, please call:			
MAURO C. SANTOS (Name of Contact Person)	At (<u>3</u>	(Area Code & Daytime Telephone Number)		
Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)				
STREET ADDRESS:		MAILING ADDRESS:		
Amendment Section		Amendment Section		
Division of Corporations		Division of Corporations		
Clifton Building 2661 Executive Center Circle		P.O. Box 6327		

Tallahassee, Florida 32301

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 s	urviving corporation:	#01-01-08
Name	<u>Jurisdiction</u>	Document Number (If known/ applicable)
AVERAGE ENTERPRISES CORP.	DELAWARE	
Second: The name and jurisdiction of ea	ach merging corporation:	
Name	<u>Jurisdiction</u>	Document Number (If known/ applicable)
S.S.A. HOLDINGS GROUP, INC.	FLORIDA	P98000029539
		2007 DEC 20 PM 1: 15
Third: The Plan of Merger is attached. Fourth: The merger shall become effect	ive on the date the Articles	<u> </u>
Department of State.		C
	cific date. NOTE: An effective of safter merger file date.)	late cannot be prior to the date of filing or more
Fifth: Adoption of Merger by <u>surviving</u> . The Plan of Merger was adopted by the s		
The Plan of Merger was adopted by the barehole	ooard of directors of the sur der approval was not requir	— — — — — — — — — — — — — — — — — — —
Sixth: Adoption of Merger by merging The Plan of Merger was adopted by the s		
The Plan of Merger was adopted by the b	ooard of directors of the med der approval was not requir	

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation	Signature of an Officer or Director	Typed or Printed Name of Individual & Title
S.S.A. HOLDINGS GROUP,INC		SILVIO R. ANSPACH / DIRECTOR
AVERAGE ENTERPRISE CORP		SILVIO R. ANSPACH / DIRECTOR
	1/5	
	· · · · · · · · · · · · · · · · · · ·	

PLAN OF MERGER

OF

S.S.A. HOLDINGS GROUP, INC. AND AVERAGE ENTERPRISES CORP.

DATE: 12/17/07

Section 1. MERGER

On the Effective Date, S.S.A. HOLDINGS GROUP, INC., a[n] Florida corporation (Merging Corporation) shall be merged with and into AVERAGE ENTERPRISES, CORP., a[n] DELAWARE corporation (Surviving Corporation).

Section 2. EFFECT OF MERGER

At the time of the merger:

- 2.1. Single Corporation. The separate existence of the Merging Corporation shall cease, and both the Merging and Surviving Corporation shall be a single corporation which shall be the Surviving Corporation;
- 2.2. *Title to Assets.* The title to all real estate and other property owned by the Merging Corporation and the Surviving Corporation shall be vested in the Surviving Corporation without reversion or impairment, and without further act or deed;
- 2.3. Liabilities and Obligations. The Surviving Corporation shall assume all liabilities and obligations of the Merging Corporation and the Surviving Corporation as of the Effective Date; and
- 2.4. Pending Proceedings. Any proceeding pending against the Merging Corporation or the Surviving Corporation may be continued as if the merger did not occur, or the Surviving Corporation may be substituted in the proceeding for the Merging Corporation.

Section 3. CORPORATE INCIDENTS

- 3.1. Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation, as in effect immediately prior to the Effective Date, shall be the Articles of Incorporation of the Surviving Corporation following this merger.
- 3.2. Bylaws. The Bylaws of the Surviving Corporation, as in effect immediately prior to the Effective Date, shall be the Bylaws of the Surviving Corporation following this merger.
- 3.3. Board of Directors and Officers. The Board of Directors of the Surviving Corporation following this merger shall consist of the persons who are members of the Board of Directors of the Surviving Corporation immediately prior to the Effective Date, and they shall hold office until their successors have been elected and qualified. The officers of the Surviving Corporation following this merger shall be the persons who are the officers of the Surviving Corporation immediately prior to the Effective Date, and they shall hold office at the pleasure of the Board of Directors of the Surviving Corporation.

Section 4. SHARES OF STOCK

- 4.1. Exchange of Shares. On or after the Effective Date, the Surviving Corporation, upon the receipt of properly endorsed stock certificates representing the outstanding shares of common stock of the Merging Corporation, shall issue to the shareholders of the Merging Corporation stock certificates representing one share of the fully paid and nonassessable common stock of the Surviving Corporation for each Ten (10) share of the Merging Corporation held by the shareholders.
- 4.2. Cancellation of Shares. On the Effective Date, each share of stock of the Merging Corporation that is then issued and outstanding shall, by virtue of the merger and without any action on the part of the Merging Corporation or the Surviving Corporation, be immediately canceled.
- 4.3. Continuation of Shares. Each share of stock of the Surviving Corporation that is issued and outstanding as of the Effective Date shall continue to be an issued and outstanding share of the Surviving Corporation notwithstanding the merger.

Section 5. EFFECTIVE DATE

The merger of the Merging Corporation and the Surviving Corporation shall be effective on January 1st, 2008.

Section 6. INTENT

It is the intent of the Merging Corporation and the Surviving Corporation that the transaction contemplated by this plan of merger shall constitute a merger under the Business Corporation Act of the state of Florida and the general Corporation Law of the state of Delaware and qualify as a tax-free corporate reorganization within the meaning of IRC §368(a)(1)(A).

Section 7. GOVERNING LAW

This merger will take place in accordance with the Business Corporation Act of the state of Florida and the general Corporation Law of the state of Delaware._____

Dated this 17th day of December, 2007.

S.S.A. HOLDINGS GROUP, IN

SILVIO R. ANSPACH, Sole Director

WERAGE ENTERPRISES, CORP

SILVIO-R. ANSPACH, Sole Director