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**MERGER OR SHARE EXCHANGE
CRIBIS CORPORATION**

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**ARTICLES OF MERGER
OF
CRIF NORTH AMERICA CORPORATION, A FLORIDA CORPORATION
INTO
CRIBIS CORPORATION, A FLORIDA CORPORATION**

Pursuant to Section 607.1104 of the Florida Business Corporation Act (the "Act") CRIF North America Corporation, a Florida corporation ("CRIF NAC") and Cribis Corporation, a Florida corporation ("CRIBIS") adopt the following Articles of Merger:

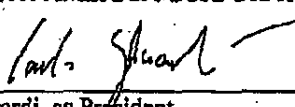
1. The Plan of Merger is attached hereto as Exhibit A and incorporated by reference as if fully set forth herein.
2. The Plan of Merger between CRIF NAC and CRIBIS was approved and adopted by the sole director of CRIBIS on November 30 2009. The approval of the sole director and shareholder of CRIF NAC, and the shareholders of CRIBIS are not required by Sections 607.1103(7) and 607.1103(1) of the Act.
3. Pursuant to Section 607.1105(1)(b) of the Act, the date and time of the effectiveness of the Merger shall be on the filing of these Articles of Merger with the Secretary of State of Florida.
4. Under the Plan of Merger, the separate existence of CRIF NAC shall cease by means of a merger of CRIF NAC into CRIBIS with CRIBIS the surviving corporation.

IN WITNESS WHEREOF, the Parties have set their hands this 30 day of November 2009.

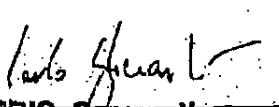
ATTEST:

By: 
Carlo Gherardi, Secretary
(Corporate Seal)

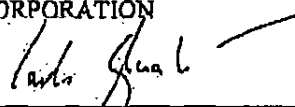
CRIF NORTH AMERICA CORPORATION

By: 
Carlo Gherardi, as President

ATTEST:

By: 
Carlo Gherardi, Secretary
(Corporate Seal)

CRIBIS CORPORATION

By: 
Carlo Gherardi, as President

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Exhibit A
Plan of Merger

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PLAN OF MERGER

This Merger between Cribis Corporation ("Cribis") and CRIF North America Corporation ("CRIF NAC") (collectively the "Constituent Corporations") is being effectuated pursuant to this Plan of Merger ("Plan") dated as of November 30, 2009, by in accordance with Section 607.1104 of the Florida Business Corporation Act (the "Act").

WITNESSETH:

WHEREAS, CRIF NAC desires to merge with and into Cribis, with Cribis being the surviving corporation (the "Merger"), and Cribis's corporate existence as a continuing corporation under the laws of the State of Florida shall not be affected in any manner by reason of the merger except as set forth herein.

WHEREAS, Cribis owns 100% of the outstanding capital stock of CRIF NAC.

WHEREAS, the sole director of Cribis has determined that it is advisable and in the best interests of Cribis that CRIF NAC be merged into Cribis, on the terms and conditions set forth in accordance with §607.1104 of the Florida Statutes.

NOW THEREFORE, in consideration of the promises and of the mutual agreements, covenants and provisions contained herein, the parties agree as follows:

1. Surviving Corporation. Cribis Corporation, a Florida Corporation, shall be the surviving corporation.
2. Merging Corporation. CRIF North American Corporation, a Florida Corporation, shall be the merging Corporation.
3. Effect of Merger. On the Effective Date, the separate existence of CRIF NAC shall cease, and Cribis shall be fully vested in CRIF NAC's rights, privileges, immunities, powers, and franchises, and subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in Section 607.1106 of the Act.

3.1 Articles of Incorporation of the Surviving Corporation. The Articles of Incorporation of Cribis, as previously amended and in effect immediately before the Effective Date of the Merger (the "Effective Date") shall, without any changes, be the Articles of Incorporation of Cribis from and after the Effective Date until altered, amended, or repealed in accordance with the provisions thereof and with the Act.

3.2 Bylaws of the Surviving Corporation. The Bylaws of Cribis, as previously amended and in effect immediately before the Effective Date, shall, without any changes, be the Bylaws of Cribis from and after the Effective Date until altered, amended or repealed in accordance with the provisions thereof and with the Act.

3.3 Directors of Surviving Corporation. The sole director of Cribis immediately before the Effective Date shall continue to be the sole director of Cribis from and after the Effective Date until his successor is duly elected or appointed, or until his death, resignation, or removal.

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3.4. Officers of Surviving Corporation. The officers of Cribis immediately before the Effective Date shall be the officers of Cribis, and each such officer shall serve until his or her successor is elected or appointed or until his or her death, resignation, or removal.

4. Conversion of Shares. Cribis owns 100% of the outstanding capital stock of CRIF NAC so that on the Effective Date, each share of CRIF NAC's common stock held by Cribis shall, by virtue of the Merger and without any action on the part of Cribis, be canceled simultaneously with the effectiveness of the Merger. Each share of Cribis' stock that is issued and outstanding on the Effective Date shall continue as an outstanding share of Cribis' stock and shall retain identical designations, preferences, limitations and relative rights immediately after the Effective Date as it had prior to the Effective Date.

5. Supplemental Action. If at any time after the Effective Date Cribis shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of Cribis or CRIF NAC, as the case may be, whether past or remaining in office, shall execute and deliver, on the request of Cribis, any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in Cribis, or to otherwise carry out the provisions of this Plan.

6. Filing with the Florida Secretary of State and Effective Date. CRIF NAC and Cribis shall cause their respective Presidents to execute Articles of Merger in the form attached to the Agreement of Merger and upon such execution this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth in such Articles and shall become an exhibit to such Articles of Merger. Thereafter, such Articles of Merger shall be delivered for filing by Cribis to the Florida Secretary of State. In accordance with Section 607.1105 of the Act, the Articles of Merger shall specify the "Effective Date," which shall be the filing date of the Articles.

7. Approval. This Plan of Merger was adopted by the sole director of Cribis. The approval of the sole director and shareholder of CRIF NAC and the shareholder of Cribis are not required.

8. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by the one of the Constituent Corporations which is, or the shareholders of which are, entitled to the benefit thereof by action taken by the sole director of such party, or may be amended or modified in whole or in part at any time before the vote of the shareholders of the Constituent Corporations by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as such change is in accordance with Section 607.1103 of the Act.

9. Termination. At any time before the Effective Date (whether before or after filing of Articles of Merger), this Plan may be terminated and the Merger abandoned by mutual consent of the sole directors of both Constituent Corporations, notwithstanding favourable action by the shareholders of the respective Constituent Corporations.

10. Severability. In case any provision of this Plan shall be held invalid, illegal or unenforceable, the validity, legality and enforceability of the remaining provisions of the Plan shall not in any way be affected and shall continue in full force and effect.

11. Governing Law. This Plan and the Merger shall be construed and interpreted in accordance with, and governed by, the laws of the State of Florida.

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IN WITNESS WHEREOF, pursuant to authority duly given by the respective Boards of Directors of Crif NAC and Cribis, this Plan of Merger has been signed on behalf of said corporations by their duly authorized officers, all on the date, month and year first written above.

ATTEST:

~~CRIF NORTH AMERICA CORP.~~

By: Carlo Gherardi
Carlo Gherardi, Secretary
(Corporate Seal)

CRIF NORTH AMERICA CORPORATION

By: Carlo Gherardi
Carlo Gherardi, as President

ATTEST:

CRIBIS Corporation

By: Carlo Gherardi
Carlo Gherardi, Secretary
(Corporate Seal)

CRIBIS CORPORATION

By: Carlo Gherardi
Carlo Gherardi, as President

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**ACTION BY WRITTEN CONSENT OF THE
SOLE DIRECTOR OF
CRIBIS CORPORATION**

The undersigned, as the sole director (the "Director") of Cribis Corporation, a Florida corporation (the "Company") agrees, adopts, consents to, and orders the following corporate actions under Section 607.0821 of the Florida Business Corporation Act (the "Act"):

1. The undersigned waives all formal requirements, including the necessity of holding a formal or informal meeting and any requirement that notice of such meeting be given.
2. The undersigned adopts the following corporate actions:

WHEREAS, the Director has determined it to be in the best interests of the Company to consolidate its corporate structure and merge one of its subsidiaries into the Company;

WHEREAS, the Company desires to merge its wholly owned subsidiary, CRIF North America Corporation, a Florida corporation ("CRIF NAC"), with and into the Company, with the Company being the surviving corporation (the "Merger") upon the terms and conditions set forth in the Plan of Merger (the "Plan") substantially in the form attached hereto as Exhibit "A" and incorporated herein by reference; and

WHEREAS, the Company intends to execute Articles of Merger and file them with the Florida Secretary of State in accordance with Section 607.1105 of the Act; and

WHEREAS, it is in the best interests of the Company to consummate these transactions.

NOW, THEREFORE

BE IT RESOLVED, that the Merger and the Plan and all of the transactions contemplated thereby are adopted, approved, and consented to and Carlo Gherardi, the Company's President, and his designees, are authorized and directed on behalf of the Company to negotiate, execute, and deliver the Plan and any and all other instruments or agreements deemed necessary or appropriate by them to consummate the transactions contemplated by the Plan, with such deletions, modifications, or other changes deemed necessary or appropriate by such officers, in their sole discretion, on the advice of counsel or otherwise, to carry out the purpose or intent of the foregoing resolutions and to do or cause to be done any and all such acts and things by or on behalf of the Company, in their sole discretion, upon advice of counsel or otherwise, as they deem necessary or appropriate to consummate the transactions contemplated by the Plan; and

BE IT FURTHER RESOLVED, that Carlo Gherardi, the Secretary of the Company, is authorized and directed to furnish copies of the foregoing resolutions to any person or entity he deems necessary or appropriate and to certify that such resolutions are in full force and effect and have not been rescinded or modified.

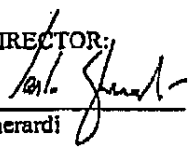
[Remainder of page intentionally left blank. Signature page follows.]

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IN WITNESS WHEREOF, the undersigned, as the sole director of Cribis Corporation, executes the foregoing corporate action for the purpose of giving his consent to it as of the November 30 2009.

SOLE DIRECTOR:


Carlo Gherardi

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