

P99000075324

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**MERGER OR SHARE EXCHANGE  
JASMINE PROPERTIES 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)
Jasmine Properties Inc.	Florida	P99000075324

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Camelia Properties, Inc.	Florida	P04000127200
_____	_____	_____
_____	_____	_____
_____	_____	_____

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 28, 2010

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 28, 2010

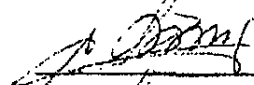
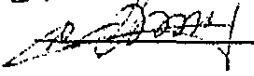
The Plan of Merger was adopted by the board of directors of the merging corporation(s) on \_\_\_\_\_ and shareholder approval was not required.

(Attach additional sheets if necessary)

Y/K

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Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature of an Officer or Director</u>	<u>Typed or Printed Name of Individual &amp; Title</u>
<u>Jasmine Properties Inc.</u>		<u>Serge Krief, President</u>
<u>Camelia Properties, Inc.</u>		<u>Serge Krief, President</u>
<u> </u>	<u> </u>	<u> </u>
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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:

<u>Name</u>	<u>Jurisdiction</u>
Jasmine Properties Inc.	Florida

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
Camelia Properties, Inc.	Florida
_____	_____
_____	_____
_____	_____
_____	_____

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

See Exhibit A attached hereto and made a part hereof.

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:

See Exhibit A attached hereto and made a part hereof.

(Attach additional sheets if necessary)

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THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

N/A

OR

Restated articles are attached:

N/A

Other provisions relating to the merger are as follows:

See Exhibit A attached hereto and made a part hereof.

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EXHIBIT A

**PLAN OF MERGER**

PLAN OF MERGER approved on April 28, 2010 by Jasmine Properties Inc. ("Jasmine"), a corporation organized under the laws of the State of Florida, and by resolution adopted by its shareholders and Board of Directors on said date, and approved on April 28, 2010 by Camelia Properties, Inc. ("Camelia"), a corporation organized under the laws of the State of Florida, and by resolution adopted by its shareholders and Board of Directors on said date.

1. Jasmine and Camelia shall, pursuant to the provisions of the Florida Business Corporation Act, be merged with and into a single corporation, to wit, Jasmine, which shall be the surviving corporation upon the effective date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the laws of the jurisdiction of its organization. The separate existence of Camelia, which is sometimes hereinafter referred to as the "non-surviving entity", shall cease at the effective time and date of the merger set forth hereinbelow in accordance with the provisions of the Florida Business Corporation Act.

2. The Articles of Incorporation of Jasmine at the effective date of the merger in the jurisdiction of its organization 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 jurisdiction of organization of the surviving corporation.

3. The Bylaws of Jasmine at the effective time and date of the merger in the jurisdiction of its organization 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 jurisdiction of organization of the surviving corporation.

4. The directors and officers in office of Jasmine at the effective time and date of the merger in the jurisdiction of its organization 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 and outstanding share of the non-surviving entity immediately prior to the effective time and date of the merger shall, at the effective time and date of the merger, be cancelled and extinguished, and no shares of capital stock of Jasmine shall be issued in exchange therefore. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued and outstanding at the effective date of the merger shall continue to represent one share of the surviving corporation.

6. The Plan of Merger herein made and approved shall be submitted to the shareholders and Board of Directors of the non-surviving entity for their approval or rejection in

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the manner prescribed by the provisions of the Florida Business Corporation Act, and the merger of the non-surviving entity with and into the surviving corporation shall be authorized in the manner prescribed by the laws of the jurisdiction of organization of the surviving corporation.

7. In the event that the Plan of Merger shall have been approved by the shareholders entitled to vote and the Board of Directors of the non-surviving entity in the manner prescribed by the provisions of the Florida Business Corporation Act, and in the event that the merger of the non-surviving entity with and into the surviving corporation shall have been duly authorized in compliance with the laws of the jurisdiction of organization of the surviving corporation, the non-surviving entity 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 non-surviving entity 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.

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