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## MERGER OR SHARE EXCHANGE China Chao, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	01
Estimated Charge	\$70.00

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STATE OF FLORIDA  
ARTICLES OF MERGER  
OF  
VIA APPIA, INC., a Florida corporation  
INTO  
CHINA CHAO, INC., a Florida corporation

EFFECTIVE DATE

12/31/12

These Articles of Merger are between VIA APPIA, INC., a Florida corporation ("VIA APPIA") and CHINA CHAO, INC., a Florida corporation ("CHINA CHAO").

Pursuant to Section 607.1105 of the Florida Business Corporation Act (the "Act"), the undersigned corporations adopt the following Articles of Merger:

1. The Agreement and Plan of Merger dated as of 12/31, 2012 ("Agreement"), between VIA APPIA and CHINA CHAO was approved and adopted by the shareholders of VIA APPIA on 12/31, 2012, and was adopted by the shareholders of CHINA CHAO on 12/31, 2012.
2. Pursuant to the Agreement, all issued and outstanding shares of VIA APPIA will be acquired by means of a merger of VIA APPIA with CHINA CHAO with CHINA CHAO being the surviving corporation ("Merger").
3. The Agreement is attached as Exhibit A and incorporated by reference as if fully set forth.
4. Pursuant to § 607.1105(1)(b) of the Act, the date and time of the effectiveness of the Merger shall be 11:59 p.m., 12/31, 2012.

Signed as of the 31<sup>st</sup> day of December, 2012.

VIA APPIA, INC.,  
a Florida corporation

By: [Signature]  
Biagio L. Schiano, President

CHINA CHAO, INC.,  
a Florida corporation

By: [Signature]  
Biagio L. Schiano, President

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TALLAHASSEE, FLORIDA

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Exhibit A

### AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER (this "Agreement"), is made as of December 31, 2012, by and among VIA APPIA, INC., a Florida corporation ("VIA APPIA"), and CHINA CHAO, INC., a Florida corporation ("CHINA CHAO").

Pursuant to Section 607.1101, Florida Statutes, the undersigned corporations adopt the following Agreement and Plan of Merger:

1. The name and jurisdiction of the surviving corporation ("Surviving Corporation") is:

CHINA CHAO, INC., a Florida corporation

2. The name and jurisdiction of the merging corporation is:

VIA APPIA, INC., a Florida corporation

3. The terms and conditions of the merger are as follows:

a. Merger of VIA APPIA into CHINA CHAO. Upon the terms and conditions set forth in this Agreement, at the effective date of filing this Agreement and Plan of Merger with the Florida Secretary of State, VIA APPIA shall be merged with and into CHINA CHAO, and the separate existence of VIA APPIA shall cease (the "Merger"). CHINA CHAO shall continue as the surviving corporation of said Merger (the "Surviving Corporation"). The Merger shall have the effects set forth in this Agreement and in the applicable provisions of the Florida Business Corporation Act (the "Act").

b. Effective Time. Subject to the provisions of this Agreement, articles of merger (the "Articles of Merger") shall be duly prepared and executed in accordance with the Act and delivered to the Secretary of State of the State of Florida for filing. The Merger shall become effective at 11:59 p.m., 12/31, 2012 (the "Effective Time").

- c. Articles of Incorporation and Bylaws; Directors and Officers. Upon the Effective Time:

(1) the Articles of Incorporation of CHINA CHAO shall continue as the Articles of Incorporation of the Surviving Corporation;

(2) the Bylaws of CHINA CHAO shall continue as the Bylaws of the Surviving Corporation; and

(3) The officers and directors of CHINA CHAO shall continue as the officers and directors of the Surviving Corporation.

d. Capital Stock. The current stock ownership of CHINA CHAO and VIA APPIA prior to the Effective Time is as follows:

CHINA CHAO:  
Blagio L. Schiano- 90 shares  
John Milliard- 10 shares  
TOTAL: 100 shares

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VIA APPIA:

Biagio L. Schiano- 90 shares  
John Milliard- 10 shares  
TOTAL: 100 shares

As of the Effective Time, by virtue of the Merger and without any action on the part of any holder of VIA APPIA common stock, each share of VIA APPIA common stock shall be converted into such number of shares of the common stock of CHINA CHAO so that the stock ownership of CHINA CHAO after the Effective Time shall be as follows:

CHINA CHAO:

Biagio L. Schiano- 90 shares  
John Milliard- 10 shares  
TOTAL: 100 shares

IN WITNESS WHEREOF, each party hereto has executed or caused this Agreement and Plan of Merger to be executed on its behalf, all on the day and year first above written.

VIA APPIA, INC.,  
a Florida corporation

By:   
Biagio L. Schiano, President

CHINA CHAO, INC.,  
a Florida corporation

By:   
Biagio L. Schiano, President

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