

**AGREEMENT OF MERGER**

**BETWEEN**

**CITY NEWS SERVICE, INC.,  
a Nevada corporation**

**AND**

**CITY NEWS SERVICE, INC.,  
a California corporation**

This Agreement of Merger is entered into between City News Service, Inc., a Nevada corporation (herein "Surviving Corporation") and City News Service, Inc., a California corporation (herein "Merging Corporation").

1. Merging Corporation shall be merged into Surviving Corporation.
2. The outstanding shares of Merging Corporation shall be canceled without consideration and no shares of Surviving Corporation shall be issued in exchange therefor.
3. The outstanding shares of Surviving Corporation shall remain outstanding and are not affected by the merger.
4. Merging Corporation shall from time to time, as and when requested by Surviving Corporation, execute and deliver all such documents and instruments and take all such action necessary or desirable to evidence or carry out this merger.
5. The effect of the merger and the effective date of the merger are as prescribed by law.

IN WITNESS WHEREOF, the parties have executed this Agreement.

CITY NEWS SERVICE, INC.,  
a Nevada corporation

CITY NEWS SERVICE, INC.,  
a California corporation

By: \_\_\_\_\_  
Tom Quinn, Chief Executive Officer

By: \_\_\_\_\_  
Tom Quinn, Chief Executive Officer

By: \_\_\_\_\_  
Yet Lock, Secretary

By: \_\_\_\_\_  
Yet Lock, Secretary