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MERGER OR SHARE EXCHANGE
 H.M. RICHARDS, INC.

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TALLAHASSEE, FLORIDA
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**ARTICLES OF MERGER
BEAVER HOLDING COMPANY
INTO
H.M. RICHARDS, INC.**

The following Articles of Merger are being submitted in accordance with Section 607.1105 of the Florida Business Corporation Act (the "Act").

**ARTICLE 1
SURVIVING CORPORATION**

The name and jurisdiction of the surviving corporation is:

Name	Jurisdiction	Florida Document Number
H.M. Richards, Inc.	Florida	P97000071944

**ARTICLE 2
MERGING CORPORATION**

The name and jurisdiction of each merging corporation is:

Name	Jurisdiction	Florida Document Number
Beaver Holding Company	Florida	P97000078292

**ARTICLE 3
PLAN OF MERGER**

The Plan of Merger is attached as Exhibit "A."

**ARTICLE 4
EFFECTIVE DATE**

The Effective Date of the Merger is December 31, 2004.

**ARTICLE 5
ADOPTION OF MERGER**

The Plan of Merger was adopted by the Board of Directors of Beaver Holding Company, the Parent of H.M. Richards, Inc. by unanimous written consent effective December 20, 2004. No Shareholder approval was required.

Dated this 28 day of December 2004.

H.M. RICHARDS, INC.

BEAVER HOLDING COMPANY

By: _____
William Quirk, President

By: _____
Lewis Stein, Vice President

H04000255383

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INTO
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**ARTICLE 4
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ADOPTION OF MERGER**

The Plan of Merger was adopted by the Board of Directors of Beaver Holding Company, the Parent of H.M. Richards, Inc. by unanimous written consent effective December 20, 2004. No Shareholder approval was required.

Dated this 23 day of December 2004.

H.M. RICHARDS, INC.

BEAVER HOLDING COMPANY

By: William Quirk
William Quirk, President

By: _____
Lewis Stein, Vice President

**PLAN OF MERGER
MERGING BEAVER HOLDING COMPANY
INTO H.M. RICHARDS, INC.**

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This Plan of Merger (the "Plan") is adopted by BEAVER HOLDING COMPANY, a Florida corporation (the "Parent") to effectuate the merger of the Parent into its wholly owned subsidiary, H.M. RICHARDS, INC., a Florida corporation (the "Subsidiary").

BACKGROUND INFORMATION

The Parent owns all of the issued and outstanding stock of the Subsidiary. The Board of Directors of the Parent deems it advisable to merge the Parent into the Subsidiary in accordance with the Florida Business Corporation Act (the "Act").

OPERATIVE TERMS

1. **Merger.** The Parent will be merged into the Subsidiary. Thus, after the merger, the Parent and Subsidiary will consist solely of the Subsidiary, a single corporation. The Subsidiary will survive and continue after the merger. The separate existence of the Parent will cease on the Effective Date of the Merger. All assets and liabilities of the Parent will become automatically, by operation of law, assets and liabilities of the Survivor.

2. **Effective Date.** The merger will become effective on December 31, 2004 (the "Effective Date").

3. **Conversion of Stock.** Upon the Effective Date, all of the issued and outstanding stock of the Parent will be cancelled and all of the issued and outstanding stock of the Subsidiary will be issued to the sole shareholder of the Parent, Jeffrey Seaman.

4. **Further Assurance of Title.** If at any time, the Subsidiary as the survivor of the merger considers or is advised that any acknowledgments or assurance in law or other similar actions are necessary or desirable in order to acknowledge or confirm in and to the Subsidiary any right, title, or interest of the Parent held immediately prior to the Effective Date, the Subsidiary and its proper officers and directors may sign and deliver all such acknowledgments or assurances in law and of all things necessary or proper to acknowledge or confirm such right, title or interest in the Subsidiary as may be necessary to carry out the purpose of this Plan and the Subsidiary and its proper officers and directors are fully authorized to take any and all such action in the name of the Parent or otherwise.

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