

H36942

Florida Department of State
Division of Corporations
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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE
SCARAB DEVELOPMENT CORPORATION

Certificate of Status	0
Certified Copy	1
Page Count	03
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SP
merger
5/29/03

ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are being submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

FIRST: The name, street address and jurisdiction of the **SURVIVING** corporation is:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Document Number</u>
SCARAB DEVELOPMENT CORPORATION 111 Ferry Road Southeast Fort Walton Beach, FL 32548	Florida	H36942

SECOND: The name, street address and jurisdiction of the **MERGING** corporation is:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Document Number</u>
QUATRE INC. 111 Ferry Road Southeast Fort Walton Beach, FL 32548	Florida	575175

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.

FIFTH: Adoption of Merger by SURVIVING corporation.

The Plan of Merger was adopted by the shareholders of the surviving corporation on
May 21, 2003

SIXTH: Adoption of Merger by MERGING corporation.

The Plan of Merger was adopted by the shareholders of the merging corporation on
May 21, 2003

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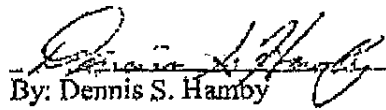
MAY-28-2003 WED 04:30 PM FLEET SPENCER ET AL
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P. 03

SEVENTH: Signatures for each corporation.

QUATRE INC.


By: Dennis S. Hamby
Its: President

SCARAB DEVELOPMENT CORPORATION


By: Don W. David, Jr.
Its: President

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, street address and jurisdiction of the **SURVIVING** corporation is:

<u>Name and Street Address</u>	<u>Jurisdiction</u>
SCARAB DEVELOPMENT CORPORATION 111 Ferry Road Southeast Fort Walton Beach, FL 32548	Florida

SECOND: The name, street address and jurisdiction of the **MERGING** corporation is:

<u>Name and Street Address</u>	<u>Jurisdiction</u>
QUATRE INC. 111 Ferry Road Southeast Fort Walton Beach, FL 32548	Florida

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

Quatre Inc. shall be Merged into Scarab Development Corporation and the shareholders of Quatre Inc. shall receives shares of stock in Scarab Development Corporation with a value equal to the value of their Quatre Inc. shares immediately prior to the merger.

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:

The Surviving Corporation shall issue Three Hundred Five (305) share of stock of the Surviving Corporation to each shareholder in exchange for each shareholders' One Thousand (1000) shares of the Merging Corporation's stock owned immediately before the merger.