

J03139

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(Business Entity Name)

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C. Orellana DEC 11 2003

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Elwill Salvage Inc

Signature

Requested by:

Name

Date

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Art of Inc. File

LTD Partnership File

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☒ Merger File

Art. of Amend. File

RA Resignation

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Annual Report / Reinstatement

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Certificate of Status

Certificate of Fictitious Name

Corp Record Search

Officer Search

Fictitious Search

Fictitious Owner Search

Vehicle Search

Driving Record

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

Courier

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TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

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 exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

| <u>Name and Street Address</u> | <u>Jurisdiction</u> | <u>Entity Type</u> |
|--|---------------------|------------------------|
| 1. Elwill BHP Corp. 319 Monroe Drive West Palm Beach, FL 33405 | Florida | Corporation |
| Florida Document/Registration Number: | G94973 | FEI Number: 22-2665416 |

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

| | | |
|---|---------|------------------------|
| 1. Elwill Savage, Inc. 319 Monroe Drive West Palm Beach, FL 33405 | Florida | Corporation |
| Florida Document/Registration Number: | J03139 | FEI Number: 58-1711292 |

THIRD: The Plan of Merger is attached.

FOURTH: The merger shall become effective as of the date the Articles of Merger are filed with Florida Department of State.

FIFTH: The Plan of Merger was adopted by the stockholders of the surviving corporation on December 9, 2003.

SIXTH: The Plan of Merger was adopted by the stockholders of the merging corporations on

December 9, 2003.

SEVENTH: SIGNATURE(S) FOR EACH PARTY:

Name of Entity and Signatures

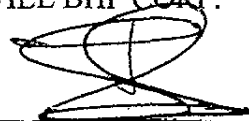
ELWILL SAVAGE, INC.



By: _____

Name: Timothy Slater
Title: President

ELWILL BHP CORP.



By: _____

Name: Timothy Slater
Title: President

PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger, is being submitted in compliance with section 607.1101, Florida Statutes and in accordance with the laws of any other applicable jurisdiction of incorporation.

FIRST: The exact name and jurisdiction of each merging party are as follows:

| <u>Name</u> | <u>Jurisdiction</u> |
|------------------|---------------------|
| Elwill BHP Corp. | Florida |

SECOND: The exact name and jurisdiction of the surviving party are as follows:

| <u>Name</u> | <u>Jurisdiction</u> |
|---------------------|---------------------|
| Elwill Savage, Inc. | Florida |

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

On the date the Article of Merger are filed and accepted by the Secretary of State of the State of Florida, Elwill BHP Corp. ("BHP") shall be merged with and into Elwill Savage, Inc. ("Savage"). The separate existence of BHP shall thereupon cease and Savage shall continue its existence as the surviving corporation (the "Surviving Corporation") under Florida law under its present name. The parties hereto shall cause Articles of Merger to be executed and filed with the Secretary of State of the State of Florida and shall take all such other and further actions as may be required to make the merger effective. The merger shall become effective as of the date and time of the filing of the Articles of Merger (the "Effective Time").

The Certificate of Incorporation and Bylaws of Savage as in effect immediately prior to the Effective Time shall be the Certificate of Incorporation and Bylaws of the Surviving Corporation. The officers and directors of the Surviving Corporation immediately after the Effective Time shall be the respective persons who were the officers and directors of Savage immediately prior to the Effective Time

FOURTH:

A. 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, in whole or in part, into cash or other property are as follows:

At the Effective Time, by virtue of the merger and without any further action on the part of BHP or Savage or any holder of any shares in any of such corporation, each share of BHP or Savage issued and outstanding immediately prior to the Effective Time shall be converted into and exchanged for one share of the Surviving Corporation.

B. The manner and basis of converting rights to acquire shares of each corporation into

rights to acquire shares, obligations or other securities of Surviving Corporation or any other corporation or, in whole or in part, into cash or other property are as follows:

N/A

Name of Entity and Signatures

ELWILL SAVAGE, INC.

By: 

Name: Timothy Slater

Title:

ELWILL BHP CORP..

By: 

Name: Timothy Slater

Title: