



THE UNITED STATES  
CORPORATION  
COMPANY

# K34022

ACCOUNT NO. : 072100000032

REFERENCE : 305926 7108082

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : July 13, 1999

ORDER TIME : 10:11 AM

ORDER NO. : 305926-015

CUSTOMER NO: 7108082

CUSTOMER: Mr. Branden T. Burningham  
Branden T. Burningham  
455 East Fifth South  
Suite 205  
Salt Lake City, UT 84111

800002930699--1

ARTICLES OF MERGER

CERRO DORADO, INC. A FLORIDA  
CORPORATION

INTO

CERRO DORADO, INC. A NEVADA  
CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

\_\_\_\_ CERTIFIED COPY  
XX PLAIN STAMPED COPY

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

*Bar*  
7/14/99

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 JUL 14 PM 2:43

FILED

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

99 JUL 14 AM 10:43

RECEIVED

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

CERRO DORADO, INC., a Florida corporation K34022

,

INTO

**CERRO DORADO, INC.,** a Nevada corporation not qualified in Florida.

File date: July 14, 1999

Corporate Specialist: Annette Ramsey

Account number: 072100000032

Account charged: 70.00

**ARTICLES AND PLAN OF MERGER**  
**OF**  
**CERRO DORADO, INC. A FLORIDA CORPORATION**  
**AND**  
**CERRO DORADO, INC. A NEVADA CORPORATION**

FILED  
99 JUL 14 PM 2:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

To the Secretaries of State  
of the States of Nevada and Florida

Pursuant to the provision of Chapter 92A, Nevada Revised Statutes, and Section 607.1109 of the Florida Statutes, the corporations herein named do hereby submit the following Articles and Plan of Merger.

1. The following is the Plan of Merger for merging Cerro Dorado, Inc. a Florida corporation (hereinafter "Cerro Dorado Florida") with and into Cerro Dorado, Inc. a Nevada Corporation (hereinafter "Cerro Dorado Nevada"):

(i) Cerro Dorado Florida, which is a business corporation of the State of Florida, is the parent corporation and the owner of all of the outstanding shares of Cerro Dorado Nevada, which is a business corporation of the State of Nevada and the subsidiary corporation. Cerro Dorado Florida hereby merges into Cerro Dorado Nevada pursuant to the provisions of Chapter 92A, Nevada Revised Statutes and pursuant to the provisions of the laws of the State of Florida.

(ii) The jurisdiction of organization of Cerro Dorado Florida is the State of Florida. The jurisdiction of organization of Cerro Dorado Nevada is the State of Nevada;

(iii) The separate existence of Cerro Dorado Florida shall cease at the effective time of the merger pursuant to the provisions of Chapter 92A, Nevada Revised Statutes and applicable provisions of the Florida Statutes; and Cerro Dorado Nevada shall continue its existence as the surviving corporation pursuant to the provisions of the laws of the jurisdiction of its organization;

(iv) Each share of common stock of Cerro Dorado Florida shall be converted into one share of common stock of Cerro Dorado Nevada. Certificates representing shares of Cerro Dorado Nevada shall be issued pro rata to the holders of shares of Cerro Dorado Florida upon surrender of any certificates therefor; and

(v) The Board of Directors and the proper officers of Cerro Dorado Nevada are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file and/or record any and all instruments, papers, and documents

which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for."

2. The said Plan of Merger was adopted by the Board of Directors and the holders of a majority of the issued and outstanding shares of common voting stock of Cerro Dorado Florida on July 8, 1999, pursuant to Section 607.0704 of the Florida Statutes, and by the Board of Directors of Cerro Dorado Nevada on July 8, 1999. Cerro Dorado Florida is the owner of all of the outstanding shares of Cerro Dorado Nevada, and has adopted, ratified and approved a merger with Cerro Dorado Nevada; however, approval by the stockholders of Cerro Dorado Nevada is not required in the Plan of Merger.

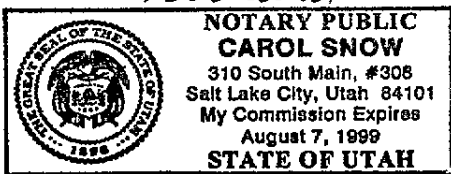
3. The merger of Cerro Dorado Florida with and into Cerro Dorado Nevada is permitted by the laws of the jurisdictions of organization of Cerro Dorado Florida and Cerro Dorado Nevada and has been authorized in compliance with said laws.

4. Cerro Dorado Florida, as the owner of all of the outstanding shares of Cerro Dorado Nevada, has waived the requirement of mailing a copy of the Plan of Merger to itself and, as the sole stockholder of Cerro Dorado Nevada, has waived any dissenter's rights it may have under applicable law.

5. The specified address of Cerro Dorado Nevada where copies of process may be sent by the Secretary of State of the State of Florida, served pursuant to the provisions of the Florida Statutes, in a proceeding to enforce any obligation or the rights of dissenting shareholders of Cerro Dorado Florida, unless Cerro Dorado Nevada has designated in writing to the Secretary of State of the State of Nevada a different address for that purpose, is:

1399 South 700 East, #17  
Salt Lake City, Utah 84105

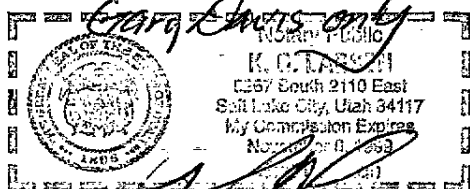
6. The merger herein provided for shall become effective in the States of Nevada and Florida upon filing of these Articles and Plan of Merger with the Secretary of State of the State of Nevada. *Richard W. Cahoon only*



*Carol Snow*  
7-9-99

CERRO DORADO, INC., a Florida corporation

*Richard W. Cahoon*  
Richard Cahoon, President



*Gary Davis*  
Gary Davis, Secretary

STATE OF UTAH }  
COUNTY OF SALT LAKE } ss.

On July 9, 1999, personally appeared before <sup>us</sup> ~~me~~, a Notary Public in and for the State and County aforesaid, Richard Cahoon and Gary Davis, personally known to me to be the persons whose names are subscribed in the above instrument in the said capacity, who acknowledged that they executed the said instrument.

Signatures on Previous Page  
Notary Public