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Merger

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATION

DPF
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May 1, 2006

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

Eagle's Nest Lakes Development Corp. merging: Moonglow Development Corp.

Filing Evidence

- ☐ Plain/Confirmation Copy
- ☒ Certified Copy

Retrieval Request

- ☐ Photocopy
- ☐ Certified Copy

Type of Document

- ☐ Certificate of Status
- ☐ Certificate of Good Standing
- ☐ Articles Only
- ☐ All Charter Documents to Include Articles & Amendments
- ☐ Fictitious Name Certificate
- ☐ Other

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

ARTICLES OF MERGER
OF
MOONGLOW DEVELOPMENT CORP., a Florida Corporation
INTO
EAGLE'S NEST LAKES DEVELOPMENT CORP., a Florida Corporation

FILED
06 MAY 1 2006
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER between MOONGLOW DEVELOPMENT CORP., a Florida corporation, and EAGLE'S NEST LAKES DEVELOPMENT CORP., a Florida corporation.

Pursuant to Section 607.1105 of the Florida Business Corporation Act, MOONGLOW DEVELOPMENT CORP., and EAGLE'S NEST LAKES DEVELOPMENT CORP., adopt the following Articles of Merger.

1. The Agreement and Plan of Merger executed on the 1st day of April, 2006, was approved by and adopted by the sole stockholder of MOONGLOW DEVELOPMENT CORP. on the 1st day of April, 2006 and was approved and adopted by the sole stockholder of EAGLE'S NEST LAKES DEVELOPMENT CORP. on the 1st day of April, 2006.
2. Pursuant to the Agreement and Plan of Merger and the fact that the two merging corporations have a common sole shareholder, on the effective date of the merger, all issued and outstanding common stock of MOONGLOW DEVELOPMENT CORP. will be notionally converted into and exchanged, pro-rata, for EAGLE'S NEST LAKES DEVELOPMENT CORP. common stock. By operation of law, all of MOONGLOW DEVELOPMENT CORP.'s common stock so converted and exchanged, pro-rata, for EAGLE'S NEST LAKES DEVELOPMENT CORP. common stock shall be cancelled and MOONGLOW DEVELOPMENT CORP. shall cease to exist as a corporate entity. Upon this merger of MOONGLOW DEVELOPMENT CORP. and EAGLE'S NEST LAKES DEVELOPMENT CORP.,

Articles of Merger

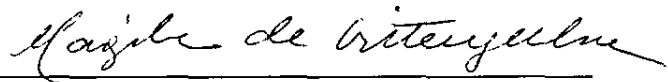
Merging MOONGLOW DEVELOPMENT CORP., a Florida corporation
into EAGLE'S NEST LAKES DEVELOPMENT CORP., a Florida corporation
Page 2

the surviving corporation shall be EAGLE'S NEST LAKES DEVELOPMENT
CORP.

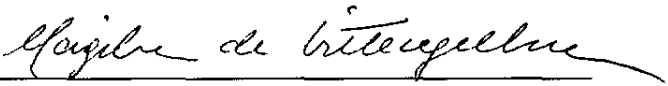
3. The Agreement and Plan of Merger is attached and incorporated by reference as if
fully set forth.
4. Pursuant to Section 607.1105(1)(b) of the Act, the date and time of the effectiveness
of the Merger shall be upon the filing of these Articles of Merger with the Secretary
of State of the State of Florida.

IN WITNESS WHEREOF, the parties have set their hands this 1st day of
April, 2006.

EAGLE'S NEST LAKES DEVELOPMENT
CORP., a Florida corporation

By: 
Anna Magibe Vera de Wittenzellner, President

MOONGLOW DEVELOPMENT CORP.,
a Florida corporation

By: 
Anna Magibe Vera de Wittenzellner, President

AGREEMENT AND PLAN OF MERGER
MERGING
MOONGLOW DEVELOPMENT CORP., a Florida corporation
INTO
EAGLE'S NEST LAKES DEVELOPMENT CORP., a Florida corporation

Merger of MOONGLOW DEVELOPMENT CORP., a Florida corporation (hereinafter "MOONGLOW"), into EAGLE'S NEST LAKES DEVELOPMENT CORP., a Florida corporation (hereinafter "EAGLE'S NEST"). This merger is being effected pursuant to this Agreement and Plan of Merger ("Agreement and Plan") in accordance with Section 607.1101 of the Florida Business Corporation Act.

1. Articles of Incorporation. Except as stated in item four (4) below, the Articles of EAGLE'S NEST shall, without any changes, be the Articles of the surviving corporation from and after the date this Agreement and Plan becomes effective, which date shall be the date on which Articles of Merger are filed with the Secretary of State of the State of Florida, until amended as permitted by law.
2. Distribution to Stockholders of the Constituent Corporations. Upon the date this Agreement and Plan becomes effective, each share of MOONGLOW's common stock that shall be issued and outstanding at that time shall without more be notionally converted into and exchanged, pro-rata, for EAGLE'S NEST common stock. By operation of law, all of MOONGLOW's common stock so converted and exchanged, pro-rata, for EAGLE'S NEST common stock shall be cancelled and MOONGLOW shall cease to exist as a corporate entity. Each share of EAGLE'S NEST's common stock that is issued and outstanding on the date this Agreement

Agreement and Plan of Merger

Merging MOONGLOW DEVELOPMENT CORP., a Florida corporation
into EAGLE'S NEST LAKES DEVELOPMENT CORP., a Florida corporation

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and Plan becomes effective shall remain outstanding. MOONGLOW and EAGLE'S NEST may hereinafter be referred to collectively as the "Constituent Corporations."

3. Satisfaction of Rights of MOONGLOW's Stockholders. All shares of EAGLE'S NEST stock into which shares of MOONGLOW shall have been converted, and for which MOONGLOW shares become exchangeable pursuant to this Agreement and Plan shall be deemed to have been paid in full satisfaction of such converted shares.
4. Effect of Merger. On the date this Agreement and Plan becomes effective, the separate existence of MOONGLOW shall cease, and EAGLE'S NEST shall be fully vested in MOONGLOW's rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties.
5. Supplemental Action. If at any time after this Agreement and Plan becomes effective, MOONGLOW or EAGLE'S NEST shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out provisions of this Agreement and Plan, the appropriate officers of MOONGLOW or EAGLE'S NEST as the case may be, whether past or remaining in office, shall execute and deliver upon the request of MOONGLOW or EAGLE'S NEST any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in EAGLE'S NEST, or to otherwise carry out the provisions of this Agreement and Plan.

A handwritten signature in dark ink, appearing to be a stylized 'J' or 'I' followed by a flourish, located at the bottom left of the page.

Agreement and Plan of Merger

Merging MOONGLOW DEVELOPMENT CORP., a Florida corporation

into EAGLE'S NEST LAKES DEVELOPMENT CORP., a Florida corporation

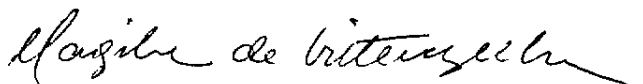
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6. Filing With the Secretary of the State of Florida. MOONGLOW and EAGLE'S NEST shall cause their Presidents to execute, acknowledge and file Articles of Merger with the Secretary of State of the State of Florida, pursuant to Section 607.1105 of the Florida Business Corporation Act.
7. Amendment and Waiver. Any of the terms or conditions of this Agreement and Plan may be waived at any time by any one of the Constituent Corporations which is, or the sole stockholder of which is, entitled to the benefit thereof by action taken by the Board of Directors of such party, or may be amended or modified in whole or in part at any time prior to the vote of the stockholders of the Constituent Corporations by an agreement in writing executed in the same manner.
8. Termination. At any time before the date this Agreement and Plan becomes effective, this Agreement and Plan may be terminated and the merger abandoned by mutual consent of the Boards of Directors of both Constituent Corporations, notwithstanding favorable action by the stockholders of the respective Constituent Corporations.

Dated this 1st day of April, 2006.

MOONGLOW DEVELOPMENT CORP.,
a Florida corporation

By:



Anna Magibe Vera de Wittenzellner, Director

Agreement and Plan of Merger

Merging MOONGLOW DEVELOPMENT CORP., a Florida corporation
into EAGLE'S NEST LAKES DEVELOPMENT CORP., a Florida corporation
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By: Hugo Wittenzellner
Hugo Wittenzellner, Director

By: Ricardo Wittenzellner
Ricardo Wittenzellner, Director

By: Johanna Wittenzellner
Johanna Wittenzellner, Director

EAGLE'S NEST LAKES DEVELOPMENT
CORP., a Florida corporation

By: Anna Magibe Vera de Wittenzellner
Anna Magibe Vera de Wittenzellner, Director

By: Hugo Wittenzellner
Hugo Wittenzellner, Director

By: Ricardo Wittenzellner
Ricardo Wittenzellner, Director

By: Johanna Wittenzellner
Johanna Wittenzellner, Director