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MERGER OR SHARE EXCHANGE

Big Eagle Holdings, LLC

Certificate of Status	0
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EFFECTIVE DATE
10/06/04



ARTICLES OF MERGER
OF
BIG EAGLE, LLC, A FLORIDA LIMITED LIABILITY COMPANY
INTO
BIG EAGLE HOLDINGS, LLC, A DELAWARE LIMITED COMPANY

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 SEALY, HARRIS & ASSOCIATES, P.A.
 TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 608.4382 of the Florida Limited Liability Company Act, the undersigned entity certifies the following Articles of Merger adopted for the purpose of effecting a merger in accordance with the provisions of the Florida Limited Liability Company Act:

1. The name and state of formation of each of the constituent companies of the merger is as follows:

<u>Name</u>	<u>State of Formation</u>	
Big Eagle, LLC	Florida	L03-47883
Big Eagle Holdings, LLC	Delaware	

2. The name of the surviving company of the merger is Big Eagle Holdings, LLC, a Delaware limited liability company. The address of the principal office of Big Eagle Holdings, LLC is 1209 Orange Street, Wilmington, Delaware 19801.

3. A plan and agreement of merger, a copy of which is attached hereto as Exhibit A, between the parties to the merger has been approved, adopted, certified, executed, and acknowledged by each of the constituent limited liability companies in accordance with the applicable provisions of Chapter 608 of the Florida Limited Liability Company Act.

4. Big Eagle Holdings, LLC is deemed to have appointed the Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting members of each limited liability company that is a party to the merger.

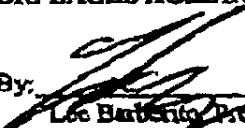
5. Big Eagle Holdings, LLC has agreed to promptly pay to the dissenting members of each liability company that is a party to the merger the amount, if any to which such dissenting members are entitled under Section 608.4384 of the Florida Limited Liability Company Act.

IN WITNESS WHEREOF, Big Eagle Holdings, LLC, a Delaware limited liability company, has caused the Articles of Merger to be signed by Lee Barberito, its authorized officer, this 12th day of October, 2004.

CO123609.DOC

EFFECTIVE DATE
10/06/04

BIG EAGLE HOLDINGS, LLC

By: 
Lee Barberito, President

BIG EAGLE, LLC

By: 
Lee Barberito, President

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TALLAHASSEE, FLORIDA

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AGREEMENT AND PLAN OF MERGER

Big Eagle, LLC, a Florida limited liability company

AND

Big Eagle Holdings, LLC, a Delaware limited liability company

This agreement is between Big Eagle, LLC, a Florida limited liability company ("Big Eagle"), and Big Eagle Holdings, LLC, a Delaware limited liability company ("Holdings").

The parties agree as follows:

1. Merger. Big Eagle will be merged into Holdings as of the Effective Time, and Holdings will be the surviving company in the merger. The merger shall become effective at 12:01 p.m., central standard time, on Oct. 16, 2004. The date and time when the merger becomes effective are referred to in this agreement as the "Effective Time."

2. Names and Jurisdictions of Formation. The name and state of formation of each of the constituent companies of the merger is as follows:

<u>Name</u>	<u>State of Formation</u>
Big Eagle, LLC	Florida
Big Eagle Holdings, LLC	Delaware

3. Certificate of Formation; Regulations; Directors and Officers.

(a) Certificate of Formation and Regulations. The Certificate of Formation and limited liability company agreement of Holdings which are in effect immediately prior to the Effective Time shall be the Certificate of Formation and limited liability company agreement of Holdings after the Effective Time.

(b) Directors and Officers. The directors and officers of Holdings after the Effective time shall be the same as the directors and officers of Holdings immediately prior to the Effective Time.

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(c) Shares of Big Eagle. Upon consummation of the merger, one unit of Holdings membership interests shall be issued in exchange for each issued and outstanding unit of Big Eagle membership interests, and all the issued and outstanding units of Big Eagle membership interest will then be canceled. The units of membership interests owned by the members of Holdings immediately prior to the merger shall not be changed by the merger.

(d) Holdings is to be managed by its members, the names and business addresses of which are listed below:

1. Gary Mize
800 North Shoreline, Suite 2300
Corpus Christi, Texas 78401
2. Lee Barberito
800 North Shoreline, Suite 2300
Corpus Christi, Texas 78401

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 STATE OF FLORIDA
 TALLAHASSEE, FLORIDA

DATED as of October 6, 2004.

Big Eagle, LLC,

A Florida limited liability company

By: Gary Mize
Gary Mize, Manager

Big Eagle Holdings, LLC

A Delaware limited liability company

By: Lee Barbois
Lee Barbois, President

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