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REBECCA J. DEL MEDICO, ESQ.
6281 FLORIDIAN CIRCLE
LAKE WORTH, FLORIDA 33463
(561) 964-6622
Fax: (561) 964-1615

January 19, 2004

Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

Re: Cherokee Sky, Inc./Cherokee Sky LLC Merger

Dear Sirs or Madam:

Please find enclosed an original and one copy of the Articles of Merger, with Agreement and Plan of Merger attached as Exhibit A, for the above referenced Companies, along with a check in the amount of \$60.00 (\$25.00 limited liability company and \$35.00 corporation)

Please stamp the copy as filed and return it to this office. If you have any questions regarding the enclosed, please contact our office.

Thank you.

Sincerely,

Rebecca J. Del Medico

Rebecca J. Del Medico

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ARTICLES OF MERGER

Cherokee Sky LLC, a Florida Limited Liability Company, and Cherokee Sky, Inc., a Florida corporation desiring to merge pursuant to §608.438 and §607.1101 Florida Statutes submit these Articles of Merger pursuant to section §607.1109 and §608.4382 Florida Statutes.

Article I Surviving Corporation

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Cherokee Sky LLC, a Florida Limited Liability Company (the "Surviving Company"), will be the surviving corporation.

Article II Merging Corporation

P02-133404

Cherokee Sky, Inc., a Florida Corporation, ("CSI"), will be the merging corporation.

Article III Plan of Merger

The Agreement and Plan of Merger is attached as Exhibit A hereto.

Article IV Effective Date

The merger of CSI with and into the Surviving Company will become effective upon the filing of these Articles with the Department of State of Florida.

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Article V

Mailing of Plan of Merger

Gary Hunt, being the sole Member and Manager of the Surviving Corporation has waived the requirement of mailing the Plan of Merger.

Article VI

Adoption of Merger by Surviving Corporation

Gary Hunt, being the initial Member and Manager of the Surviving Corporation has adopted the Plan of Merger on January 19, 2004.

Article VII

Adoption of Merger by Merging Corporation

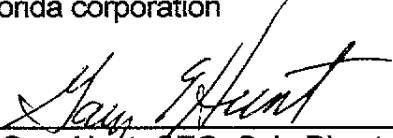
Gary Hunt being the sole stockholder of CSI adopted this Plan of Merger on January 19, 2004

IN WITNESS HEREOF, the parties hereto have set their hands and seals this 19th day of January 2004.

Cherokee Sky LLC
A Florida Limited Liability Company

By: 
Gary Hunt, initial Manager and Member

Cherokee Sky, Inc.,
A Florida corporation

By: 
Gary Hunt, CEO, Sole Director and Sole Shareholder

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EXHIBIT A
AGREEMENT AND PLAN OF MERGER

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AGREEMENT AND PLAN OF MERGER

This Agreement is made this 19th day of January by and between Cherokee Sky, LLC., a Florida Limited Liability Company (the "Surviving Company") and Cherokee Sky, Inc., a Florida corporation ("CSI"), said corporations being sometimes hereinafter collectively referred to as "Constituent Corporations".

WHEREAS, the respective sole shareholder and initial member of the Constituent Corporations deem it advisable that CSI be merged with and into the Surviving Company under the laws of the state of Florida in the manner provided therefore pursuant §608.438 and §607.1101 of the Florida Statutes.

NOW, THEREFORE, in consideration of the premises and of the mutual promises herein, the Constituent Corporations do hereby agree, to merge upon the terms and conditions below stated.

1. **Agreement to Merger.** The Constituent Corporations hereby agree that CSI shall be merged with and into the Surviving Company (hereinafter sometimes referred to as the "Surviving Corporation").

2. **Name of Surviving Company.** The name of the Surviving Company is Cherokee Sky LLC, a Florida Limited Liability Company.

3. **Name of Merging Corporation.** The name of the merging corporation is Cherokee Sky, Inc., a Florida Corporation.

4. **Manner and Basis for Conversion of Shares.** The manner and basis of converting the shares of CSI into the Membership Interests of the Surviving Company:

(a) Gary Hunt as the sole shareholder of CSI, shall convert his shares into 99% of the Class "A" Membership Units of the Surviving Company

5. **Amended and Restated Articles of Organization.** The Amended and Restated Articles of Organization, of the Surviving Company shall continue to be the articles of the surviving corporation as it is presently filed.

6. **Effective Date of Agreement.** This Agreement shall become effective as of the date hereof, and the merger shall be effective upon the filing of the articles of merger with the Secretary of State of Florida.


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7. **Assets and Liabilities.** All assets and liabilities of CSI shall become the assets and liabilities of the Surviving Company

8. **Waiver of Mailing.** Gary Hunt as the only stockholder of CSI expressly waives the requirement of Section 607.1104(1)(b)4(2), Florida Statutes that it be mailed a copy of the Plan of Merger.

IN WITNESS HEREOF, the Constituent Corporations have caused their respective corporate names to be signed hereto, by their respective presidents and secretaries, thereunto duly authorized by the respective boards of directors and shareholders of the Constituent Corporations.

Cherokee Sky, Inc.
A Florida corporation

By: 
Gary Hunt, President and Sole Shareholder

Cherokee Sky LLC
A Florida Limited Liability Company

By: 
Gary Hunt, Initial Member and Manager

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