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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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(Business Entity Name)

(Document Number)

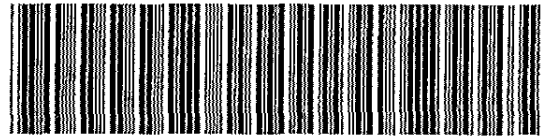
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DAVID M. ROTH, P.S.C.

2225 Douglass Boulevard
Louisville, Kentucky 40205-1903
Telephone: (502) 451-7765

Fax Number: (502) 451-1805
Cell Phone: (502) 548-1990
E-Mail: droth@rothworld.net

January 11, 2005

VIA UPS OVERNIGHT

Mr. Jason Merrick
Document Specialist
Florida Department of State
409 E. Gaines Street
Tallahassee, FL 32399

Re: Cobalt Resources, LLC Merger

Dear Mr. Merrick,

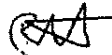
In accordance with our telephone conversation today, please accept this letter as a request that you file the enclosed Articles of Merger as of a date in 2004. Article 7 of the Articles of Merger states that the Effective Date of the merger was to be December 20, 2004. As indicated by the enclosed Tracking data, the Articles were received by your office by UPS overnight on December 21, 2004. They were returned to us with a cover letter dated January 3, 2005, because we failed to include \$25.00 of the fee (we mistakenly thought the \$25.00 charge "per LLC" was only with respect to each *Florida LLC*). We received such letter and documents today (January 11, 2005).

Any filing date within December 2004 would satisfy our needs if the Stated Effective Date of December 20, 2004, is not a date that can be used by your office.

Wyoming made the merger effective as of December 20, 2004, so we are in a bit of a difficult situation if such merger is not respected in Florida as well.

Thank you very much for your kind assistance in this matter. If you have any questions, please do not hesitate to call (my cell phone is usually the best way to reach me - 502-548-1990).

Very truly yours,



David M. Roth

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FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

January 3, 2005

DAVID M. ROTH
2225 DOUGLAS BLVD.
LOUISVILLE, KY 40205-1903

SUBJECT: COBALT RESOURCES, LLC
Ref. Number: L04000093336

We have received your document for COBALT RESOURCES, LLC and your check(s) totaling \$25.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The fees to file the articles of merger are as follows:

For each Limited Partnership:	\$52.50
For each Limited Liability Company:	25.00
For each Corporation:	35.00
For each General Partnership:	25.00
All Others:	No Charge

There is a balance due of \$25.00.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6890.

Jason Merrick
Document Specialist

Letter Number: 705A00000133

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DAVID M. ROTH, P.S.C.

2225 Douglass Boulevard
Louisville, Kentucky 40205-1903
Telephone: (502) 451-7765

Fax Number: (502) 451-1805
Cell Phone: (502) 548-1990
E-Mail: droth@rothworld.net

December 20, 2004

VIA UPS OVERNIGHT

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

Corporations Division
Wyoming Secretary of State's Office
The Capitol Building; Room 110
200 West 24th Street
Cheyenne, WY 82002-0020

Re: Merger of Cobalt Resources, LLC (Wyoming) into Cobalt Resources, LLC
(Florida)

Gentlemen/Ladies:

Enclosed for filing in each of your offices are **three (3) copies** of **Articles of Merger** providing for a merger of **Cobalt Resources, LLC**, a Wyoming limited liability company, with an into **Cobalt Resources, LLC**, a newly organized Florida corporation (filed on December 15, 2004—Registration Number not yet issued). *Please write in registration number if necessary*

Please file these Articles and return at least one file-stamped copy to me in the enclosed *Thank* return envelope.

I am enclosing in the letter to Florida Department of State a check in the amount of **\$25.00** to cover the filing fees for the enclosed.

I am enclosing in the letter to the Wyoming Secretary of State a check in the amount of **\$50.00** to cover the filing fees for the enclosed.

Thank you very much. If you have any questions, please do not hesitate to call.

Very truly yours,



David M. Roth

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ARTICLES OF MERGER
of
COBALT RESOURCES, LLC
(A Wyoming Limited Liability Company)
With and Into
COBALT RESOURCES, LLC
(A Florida Limited Liability Company)

Pursuant to applicable provisions of Wyoming and Florida law, the undersigned limited liability companies hereby adopt the following Articles of Merger:

ARTICLE
1

NAMES, JURISDICTIONS, PRINCIPAL OFFICES, AND
FORMS OF ENTITY OF CONSTITUENT COMPANIES

The name, jurisdiction of formation or organization, and form of entity of each constituent business entity which is to merge are as follows:

- (i) **Cobalt Resources, LLC**, a Wyoming manager-managed limited liability company (“**Cobalt-Wyoming**”), the principal office of which is located at:

3447 Box Elder Place #3
Jackson, WY 83001

M02-368

[Employer Identification Number: 91-2044621]

and

- (ii) **Cobalt Resources, LLC**, a Florida manager-managed limited liability company (“**Cobalt-Florida**”), the principal office of which is located at:

5858 N.W. 26th Court
Boca Raton, FL 33496

[Employer Identification Number: 91-2044621]

[Florida Registration Number: L04000093336]

(Cobalt-Wyoming and Cobalt-Florida are hereinafter sometimes referred to collectively as the “**Constituent Companies**” and each individually as a “**Constituent Company**”).

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ARTICLE

2

PLAN OF MERGER

A copy of the Plan of Merger is attached hereto and made a part hereof as **EXHIBIT A**.

ARTICLE

3

SURVIVING BUSINESS ENTITY

Cobalt-Wyoming shall be merged with and into Cobalt-Florida pursuant to the provisions of the **Wyoming Limited Liability Company Act, W.S. 17-15-101 et seq., Chapter 608 of the Florida Statutes** and all other applicable Wyoming and Florida law.

The name of the surviving business entity pursuant to the merger, which shall be Cobalt-Florida, is **Cobalt Resources, LLC**.

The surviving company is a manager-managed Florida limited liability company.

The street address of the principal office of the surviving company is:

**5858 N.W. 26th Court
Boca Raton, FL 33496**

The Federal Employer Identification Number of the surviving company is: **91-2044621**, and the Florida Registration Number of the surviving company is **LD4000093336**.

ARTICLE

4

APPROVAL OF PLAN OF MERGER

The Plan of Merger was duly authorized and approved by Cobalt-Wyoming accordance with W.S. 17-15-140 and all other applicable laws of the State Wyoming.

The Plan of Merger was duly authorized and approved by Cobalt-Florida in accordance with sections 608.438, 608.4381, 608.4382, and any other applicable provisions of **Chapter 608 of the Florida Statutes** and all other applicable laws of the State of Florida.

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ARTICLE

5

MERGER IS PERMITTED

The merger is permitted under the laws of State of Wyoming and the State of Florida (the applicable jurisdictions) and is not prohibited by the Operating Agreement, Articles of Organization, or any other governing instruments, organic statutes, or constituent documents with respect to the Constituent Companies.

ARTICLE

6

STATEMENT OF SURVIVING ENTITY

Cobalt-Florida, as the surviving business entity under the merger, hereby:

- (i) Agrees that it may be served with process in the State of Wyoming in any proceeding for enforcement of any obligation of Cobalt-Wyoming (the only Constituent Company that was organized under the laws of the State of Wyoming), as well as for enforcement of any obligation of Cobalt-Florida, the surviving business entity arising from the merger; *and*
- (ii) Appoints the Wyoming Secretary of State as Cobalt-Florida's agent for service of process in any such proceeding.
- (iii) Cobalt-Florida, as the surviving member, has agreed to promptly pay to the dissenting members of each Constituent Company the amount, if any, to which such dissenting members are entitled under **Florida Statutes 608.4384** or any other applicable law.

The address to which a copy of the process shall be mailed to Cobalt-Florida by Secretary of State is as follows:

5858 N.W. 26th Court
Boca Raton, FL 33496

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ARTICLE

7

EFFECTIVE DATE OF MERGER

The merger of Cobalt-Wyoming with and into Cobalt-Florida shall be effective as of December 20, 2004.

IN WITNESS WHEREOF, the undersigned has duly executed these Articles of Organization as of the 17th day of December, 2004, as the duly authorized Managing Director of each of the Constituent Companies and hereby acknowledges and agrees that, pursuant to Section 608.408(3) of the Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true and that the Articles of Merger comply with and have been executed in accordance with the laws of the State of Wyoming and the State of Florida.

COBALT RESOURCES, LLC
A Wyoming Limited Liability Company

By: 

David S. Blue, Sole Manager

COBALT RESOURCES, LLC
A Florida Limited Liability Company

By: 

David S. Blue, Sole Managing Director

I certify that the foregoing document was prepared by

> 

David M. Roth
David M. Roth, P.S.C.
2225 Douglass Boulevard
Louisville, Kentucky 40205-1903
Telephone: (502) 451-7765
Fax: (502) 451-1805
E-Mail: droth@rothworld.net

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PLAN OF MERGER
of
COBALT RESOURCES, LLC
(A Wyoming Limited Liability Company)
With and Into
COBALT RESOURCES, LLC
(A Florida Limited Liability Company)

THIS PLAN OF MERGER ("Plan of Merger") is made and entered into as of the 17th day of December, 2004, by and between:

- (i) **Cobalt Resources, LLC**, a manager-managed limited liability company organized under the laws of the State of Wyoming ("Cobalt-Wyoming"), and
- (ii) **Cobalt Resources, LLC**, a manager-managed limited liability company organized under the laws of the State of Florida ("Cobalt-Florida")

(Cobalt-Wyoming and Cobalt-Florida are hereinafter sometimes referred to collectively as the "Constituent Companies" and each individually as a "Constituent Company").

The surviving entity will be **Cobalt Resources, LLC**, a Florida manager-managed limited liability company.

ARTICLE
1

MERGER EVENTS

1.1 Merger of Cobalt-Wyoming with and into Cobalt-Florida

Subject to the terms and conditions of this Plan of Merger, Cobalt-Wyoming shall be merged with and into Cobalt-Florida (the "Merger"), effective as of 12:01 am on December 20, 2004 upon or following the filing of the Articles of Merger with the Secretary of State of the State of Florida and the Secretary of State of the State of Wyoming so that the effective date of the Merger shall be **December 20, 2004** (the "Effective Date"). The separate legal existence of Cobalt-Wyoming shall thereupon cease; Cobalt-Florida shall be the surviving limited liability company and the separate legal existence of Cobalt-Florida with all its purposes, objects, rights, privileges, powers, franchises and interests shall continue unaffected and unimpaired by the Merger. The Merger shall be pursuant to the provisions of, and with the effect provided in, the Wyoming Limited Liability Company Act and the Florida Limited Liability Company Act. Limited liability is retained by Cobalt-Florida.

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1.2 Effect of Merger

On and after the Effective Date:

1.2.1 Assets, Actions and Proceedings

Cobalt-Florida shall possess all of the respective rights, privileges, powers, franchises and interests of Cobalt-Wyoming in and to every type of property (real, personal and mixed), and choses in action, all of which shall be transferred to, and vested in, Cobalt-Florida by virtue of the Merger without any deed or other transfer and without reversion or impairment. Any action or proceeding, whether civil, criminal or administrative, pending by or against Cobalt-Wyoming may be continued as if the Merger did not occur, or Cobalt-Florida may be substituted in the proceeding for Cobalt-Wyoming in such action or proceeding.

1.2.2 Liabilities; Rights of Creditors

Cobalt-Florida shall be liable for all liabilities of Cobalt-Wyoming, and all debts, liabilities, obligations and contracts of Cobalt-Wyoming, whether matured or unmatured, whether accrued, absolute, contingent or otherwise, and whether or not reflected or reserved against on the respective balance sheets, books of account or records of Cobalt-Wyoming, and such liabilities of Cobalt-Florida shall not be released or impaired by the Merger. Further, all rights of creditors and other obligees and all liens on properties of Cobalt-Wyoming shall be preserved unimpaired.

1.3 Additional Actions

If, at any time after the Effective Date, Cobalt-Florida shall consider or be advised that any further assignments or assurances in law or any other acts are necessary or desirable to (1) vest, perfect or confirm of record or otherwise, in Cobalt-Florida its rights, title or interest in, to or under any of the rights, properties or assets of Cobalt-Wyoming acquired or to be acquired by Cobalt-Florida as a result of, or in connection with, the Merger, or (2) otherwise carry out the purposes of this Plan of Merger, Cobalt-Wyoming and the Manager and Members of Cobalt-Wyoming shall be deemed to have granted to Cobalt-Florida an irrevocable power of attorney to (a) execute and deliver all such proper deeds, assignments and assurances in law, (b) do all acts necessary or proper to vest, perfect or confirm title to and possession of such rights, properties or assets in Cobalt-Florida, and (c) otherwise carry out the purposes of this Plan of Merger. The Board of Directors of Cobalt-Florida, as its Manager, is fully authorized in the name of Cobalt-Wyoming or otherwise to take any and all such actions.

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ARTICLE

2

**MEMBER INTEREST CONVERSION
AND EXCHANGE PROVISIONS**

2.1 Conversion of Member Interests

2.1.1 Currently, under that certain **Operating Agreement of Cobalt-Wyoming** dated **April 28, 2003** (the “**Cobalt-Wyoming Operating Agreement**”), the issued and outstanding interests of its Members are divided into **100 Units** (collectively, the “**Cobalt-Wyoming Units**”), and no fractional Cobalt-Wyoming Units are issued or outstanding. Similarly, under that certain **Operating Agreement of Cobalt-Florida** dated **December 16, 2004** (the “**Cobalt-Florida Operating Agreement**”), the issued and outstanding interests its Members are divided into **100 Units** (collectively, the “**Cobalt-Florida Units**”), and no fractional Cobalt-Florida Units are issued or outstanding. The holders of the Cobalt-Wyoming Units and the Cobalt-Florida Units are identical.

2.1.2 At the Effective Date, *each of the 100 Cobalt-Florida Units* which are issued and outstanding immediately prior to the Effective Date shall, *ipso facto* and without any action on the part of the holder thereof, *become and be converted into a one-half (1/2) Cobalt-Florida Unit* (thereby effecting a one-half for one reverse membership interest split for the prior Cobalt-Florida Members).

2.1.3 At the Effective Date and immediately following the reverse membership interest split provided for under Section 2.1.2 above, *each of the 100 Cobalt-Wyoming Units* which are issued and outstanding immediately prior to the Effective Date shall, *ipso facto* and without any action on the part of the holder thereof, *become and be converted into a one-half (1/2) Cobalt-Florida Unit*. Thus, because the Cobalt-Wyoming Members and the Cobalt-Florida Members are identical and there are no other holders of any Cobalt-Wyoming Units or Cobalt-Florida Units, upon implementation of the Merger, the interests of the Cobalt-Florida Members, on a combined, continuing basis, will be divided into **100 Cobalt-Florida Units**, each of which would have required a combined initial cash capital contribution of **\$10.00** to be made to the Company at the time of issuance, resulting in the following ownership:

Name of Member Following Merger	Total Initial Capital Contribution	Cobalt-Florida Units	Percentage Interest
David S. Blue Investment Trust	\$990.00	99.00	99.00%
Jonathan S. Blue	\$5.00	0.50	0.50%
Todd L. Blue	\$5.00	0.50	0.50%
Totals	\$1,000.00	100.00	100.00%

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2.1.4 At the Effective Date, the Capital Account of each Member of Cobalt-Wyoming (determined in accordance with the Cobalt-Wyoming Operating Agreement) shall be combined with, and treated as an integral part of, such Member's Capital Account in Cobalt-Florida, it being intended that each Member of Cobalt-Wyoming and Cobalt-Florida shall have only one Member Capital Account as a continuing Cobalt-Florida Member even though such Member currently owns both Cobalt-Wyoming Units and Cobalt-Florida Units.

ARTICLE

3

ARTICLES; OPERATING AGREEMENT; MANAGERS, OFFICERS

3.1 Articles of Organization

Immediately following the Effective Date, the Articles of Organization of Cobalt-Florida shall be the Articles of Organization of the surviving company.

3.2 Operating Agreement

Immediately following the Effective Date, the Cobalt-Florida Operating Agreement shall be the Operating Agreement of the surviving company.

3.3 Manager

Immediately following the Effective Date, the Manager of Cobalt-Florida shall be the Board of Directors of Cobalt-Florida, which (i) shall be comprised initially of only one Managing Director, **David S. Blue**, as provided for under the Cobalt-Florida Operating Agreement, (ii) shall be structured and operate as set forth in, and be governed under the provisions of, the Cobalt-Florida Operating Agreement, and (iii) shall have such powers, privileges, duties, and obligations as are specified under the Cobalt-Florida Operating Agreement. Thus, immediately following the Effective Date and subject to the provisions of the Cobalt-Florida Operating Agreement, the names and business addresses of the sole Managing Director of Cobalt-Florida, constituting the Board of Directors which is the Manager of Cobalt-Florida, shall be as follows:

David S. Blue
5858 N.W. 26th Court
Boca Raton, FL 33496

3.4 Officers

Immediately following the Effective Date, the officers of Cobalt-Florida shall be the current officers of Cobalt-Florida, who shall have such powers, privileges, duties, and obligations as are specified under the Cobalt-Florida Operating Agreement. Thus, immediately

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following the Effective Date and subject to the provisions of the Cobalt-Florida Operating Agreement, the officers of Cobalt-Florida shall be as follows:

Office(s)	Name of Officer
President and Chief Executive Officer	David S. Blue
Secretary and Treasurer	David S. Blue
Assistant Secretary	David M. Roth

ARTICLE

4

MISCELLANEOUS PROVISIONS

4.1 Governing Law

This Plan of Merger shall be governed by, and construed in accordance with, the laws of the State of Florida and the State of Wyoming, as applicable.

4.2 Amendment

This Plan of Merger may be amended or supplemented at any time by action of the Managers of each of the Constituent Companies together with the unanimous approval and adoption of any such amendment or supplement by all of the Members of each of the Constituent Companies.

4.3 Captions and Headings

The captions and headings throughout this Plan of Merger are for convenience and reference only, and the words contained in such captions and headings shall, in no way, be held or deemed to define, limit, describe, explain, modify, amplify or add to the interpretation, construction or meaning of any provision or the scope or intent of this Plan of Merger, nor in any way affect this Plan of Merger.

4.4 Counterparts

This Plan of Merger may be executed in any number of counterparts, each of which shall be an original, but all of which together shall constitute one and the same instrument.

4.5 Abandonment

The Merger may be abandoned at any time prior to the Effective Date by action of the Managers of either of the Constituent Companies.

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TALLAHASSEE, FLORIDA

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IN WITNESS WHEREOF, the parties hereto have caused this Plan of Merger to be executed on their behalf, personally or by their duly authorized officers, as applicable, as of the day and year first above written.

COBALT-WYOMING:

COBALT RESOURCES, LLC
A Wyoming Limited Liability Company

By: 

David S. Blue, Sole Manager

COBALT-FLORIDA:

COBALT RESOURCES, LLC
A Florida Limited Liability Company

By: 

David S. Blue, Sole Managing Director

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