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MERGER OR SHARE EXCHANGE

SYMPHONIC ALPHA, LLC

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Florida Dept of State



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

February 1, 2005

SYMPHONIC ALPHA, LLC
80 MONROE AVENUE STE. 610
BINKLEY PLAZA
MEMPHIS, TN 38103

SUBJECT: SYMPHONIC ALPHA, LLC
REF: L05000006978

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ARTICLES OF MERGER
OF
CALUGAR CORORATION
(a Nevada corporation)

into

SYMPHONIC ALPHA, LLC
(a Florida limited liability company)

Pursuant to the provisions of Sections 608.438, 608.4381 and 608.4382 of the Florida Statutes, Calugar Corporation, a Nevada corporation (the "Merging Entity"), and Symphonic Alpha, LLC, a Florida limited liability company (the "Surviving Entity"), adopted on January 28, 2005, the following Articles of Merger for the purpose of effecting a merger in accordance with the provisions of Chapter 608 of the Florida Statutes, and hereby certify as follows:

FIRST: That the name, street address of its principal office, jurisdiction and entity type of the Merging Entity are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Calugar Corporation One Hughes Center Drive, Suite 1601 Las Vegas, Nevada 89109	Nevada	Corporation

SECOND: That the name, street address of its principal office, jurisdiction and entity type of the Surviving Entity are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Symphonic Alpha, LLC 80 Monroe Avenue, Suite 610 Memphis, Tennessee 38103	Florida	Limited Liability Company

THIRD: The Plan of Merger attached hereto as Exhibit "A" and incorporated by reference herein, and adopted in accordance with the provisions of Section 608.438 of the Florida Statutes, providing for the merger of the Merging Entity with and into the Surviving Entity, was approved by the Surviving Entity in accordance with Chapter 608 of the Florida Statutes and by the Merging Entity in accordance with the applicable laws of the State of Nevada.

FOURTH: These Articles of Merger and the Plan of Merger were adopted and approved by unanimous consent of the directors and shareholders of the Merging Entity on January 28,

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2005, and were adopted and approved by unanimous consent of the managers and members of the Surviving Entity on January 24, 2005.

FIFTH: The merger shall become effective on the latest of (a) January 28, 2005, (b) the filing of Articles of Merger with the Florida Department of State, or (c) the filing of Articles of Merger with the Nevada Secretary of State.

IN WITNESS WHEREOF, the undersigned have caused these Articles of Merger to be duly executed this 24 day of January, 2005.

CALUGAR CORPORATION,
a Nevada corporation

By: _____

Daniel G. Calugar, President

SYMPHONIC ALPHA, LLC,
a Florida limited liability company

By: _____

Gregory J. Casals, Manager

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EXHIBIT A**PLAN OF MERGER**

This PLAN OF MERGER (the "Plan of Merger") is hereby adopted by **SYMPHONIC ALPHA, LLC**, a Florida limited liability company (the "Company"), for the purpose of merging **CALUGAR CORPORATION**, a Nevada corporation ("Calugar"), with and into Company, with Company being the surviving company (the "Merger").

NOW, THEREFORE, the Company and Calugar hereby approve and adopt this Plan of Merger providing for the Merger as authorized by Section 608.438 of the Florida Statutes upon the terms and subject to the conditions herein.

1. Merger. At the Effective Time (as defined herein) of the Merger, Calugar shall be merged with and into Company, Company shall be the surviving company of the Merger (hereinafter sometimes referred to as the "Surviving Company") and the separate corporate existence of Calugar shall cease. The Merger shall become effective on the latest of (a) January 28, 2005, (b) the filing of Articles of Merger with the Florida Department of State in accordance with the provisions of Chapter 608 of the Florida Statutes, or (c) the filing of Articles of Merger with the Nevada Secretary of State in accordance with the provisions Chapter 92A of the Nevada Revised Statutes (the "Effective Time"). The Merger was approved by the Company in accordance with Chapter 608, Florida Statutes and approved by Calugar in accordance with Chapter 92A of the Nevada Revised Statutes. All of the Managers and Members of the Company and the Directors and Shareholders of Calugar have consented to the Merger.

2. Governing Documents.

(a) The Articles of Organization of the Company, as in effect immediately prior to the Effective Time shall constitute the Articles of Organization of the Surviving Company until thereafter amended in accordance with the provisions thereof and applicable law.

(b) The Operating Agreement of the Company as in effect immediately prior to the Effective Time shall constitute the Operating Agreement of the Surviving Company without change or amendment until thereafter amended in accordance with the provisions thereof and applicable law.

3. Name. The name of the Surviving Company shall be Symphonic Alpha, LLC.

4. Addresses. The address of the Company is 80 Monroc Avenue, Suite 610, Memphis, Tennessee 38103. The address of Calugar is One Hughes Center Drive, Suite 1601, Las Vegas, Nevada 89109.

5. Registered Agent and Jurisdiction of Surviving Company. The Surviving Company is to be governed by the laws of the State of Florida and the address of its registered office in the State of Florida shall be One Independent Drive, Suite 2600, Jacksonville, Florida 32202. The name of its registered agent at such address shall be Michael R. Leaz.

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6. Succession. At the Effective Time, the separate corporate existence of Calugar shall cease, and the Surviving Company shall possess all the rights, privileges, powers and franchises of a public or private nature and be subject to all the restrictions, disabilities and duties of Calugar, and all property, real, personal and mixed, and all debts due to Calugar on whatever account and all other things in action, shall be vested in the Surviving Company.

7. Capitalization of Surviving Company; Conversion of Shares. At the Effective Time, by virtue of the Merger and without any action on the part of the holder thereof, immediately upon the Effective Date of this Merger, each issued and outstanding share of common stock of Calugar, which is issued and outstanding on the Effective Date of the Merger, shall, without further action on the part of the holder thereof, automatically become, and be converted into Capital Account associated with the membership interest of the holder of such stock in the Surviving Company in accordance with the Operating Agreement of the Surviving Entity. The Percentage Interests of Members of the Surviving Company shall be unchanged by the merger.

8. Service of Process. The Surviving Company agrees that it may be served with process in the State of Nevada, and irrevocably appoints the Nevada Secretary of State as its agent to accept service of process in any proceeding based upon any cause of action against Calugar arising in this state prior to the issuance of the Articles of Merger, and in any proceeding for the enforcement of the rights of a dissenting shareholder of Calugar against the Surviving Company. The address to which the service of process in any such proceeding shall be mailed is:

80 Monroe Avenue, Suite 610
Memphis, Tennessee 38103

9. Other Provisions with Respect to the Merger. All provisions of the laws of the State of Florida and the State of Nevada applicable to the Merger have been or will have been complied with upon the filing and recording of the Articles of Merger with the Secretaries of State of the States of Florida and Nevada.

10. Manager of Company. The Company is managed by managers. The name and address of the sole Manager of the Company are:

Gregory J. Casals
80 Monroe Avenue, Suite 610
Memphis, Tennessee 38103

11. Headings. The headings of the several articles herein have been inserted for convenience of reference only and are not intended to be a part or to affect the meaning or interpretation of this Plan of Merger.

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IN WITNESS WHEREOF, the undersigned have executed this Plan of Merger this
22 day of January, 2005.

CALUGAR CORPORATION,
a Nevada corporation

SYMPHONIC ALPHA, LLC,
a Florida limited liability company

By: 

Daniel G. Calugar, President

By: 

Gregory J. Casals, Manager

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