FEB. 28. 2007 3:30PM

L99000004855

Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE

DARNEL, INC.

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Certificate of Merger
For
Florida Limited Liability Company

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 608.4382, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

Name	Jurisdiction	Form/Entity Type
CRESCENT TRADING GROUP, L.L.C.	Florida	L.L.C. #L99000004855
Damel Inc.	Delaware	Corp.

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

Name	Jurisdiction	Form/Entity Type
Damel Inc.	Delaware	Corp.

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

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FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

February 28, 2007

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

1809 Airport Road

Monroe, North Carolina 28110

SEVENTH: If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitled under ss.608.4351-608.43595, F.S.

EIGHTH: If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: 6000 NW 97 Avenue

Suite 300

Doral, Florida 33178

Mailing address: 6000 NW 97 Avenue

Suite 300

Doral, Florida 33178

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b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Crescent Trading Group, L.L.C.	[signature]	Harry Tchira
Damel Inc.	[signature]	Albert Douer

Corporations:	Chairman, Vice Chairman, President or Officer *(If no directors selected, signature of incorporator.)*
General partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

Fees:	For each Limited Liability Company:	$25.00
	For each Corporation:	$35.00
	For each Limited Partnership:	$52.50
	For each General Partnership:	$25.00
	For each Other Business Entity:	$25.00

Certified Copy (optional): $30.00

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PLAN OF MERGER

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

Name	Jurisdiction	Form/Entity Type
Crescent Trading Group, L.L.C.	Florida	L.L.C.
Damel Inc.	Delaware	Corp.

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

Name	Jurisdiction	Form/Entity Type
Damel Inc.	Delaware	Corp.

THIRD: The terms and conditions of the merger are as follows:

The survivor of the merger between Crescent Trading Group, L.L.C. ("Crescent") and Damel Inc. ("Damel") shall be Damel Inc. Damel shall succeed to the assets and liabilities of Crescent, including but not limited to any and all tax operating losses. Any creditors of Crescent may and shall look to Damel for payment of any legitimate debts or other obligations, outstanding against Crescent at the effective date of merger.

(Attach additional sheet if necessary)

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FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

Damel Inc., the surviving entity in the plan of merger has currently 1,000 shares outstanding and issued. Such shares shall be allocated, pursuant to a valuation of the assets of each merging company, so that 15% of the outstanding shares of Damel, being 150 shares, shall be issued to the shareholder of Crescent, being Alpver S.A., and 85% of the outstanding shares of Damel, being 850 shares, shall be issued to the current shareholder of Damel Inc., being Damel Holdings Inc.

(Attach additional sheet if necessary)

B. The manner and basis of converting rights to acquire the interests, shares, obligations or other securities of each merged party into rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

There are no outstanding rights to acquire shares of either merging entity.

(Attach additional sheet if necessary)

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FIFTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

N/A

(Attach additional sheet if necessary)

SIXTH: Other provisions, if any, relating to the merger are as follows:

None

(Attach additional sheet if necessary)

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