

12/30/02 08:40 FAX

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Division of Corporations

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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

NBR GROUP II, INC.

Certificate of Status	0
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ARTICLES OF MERGER
Merger Sheet

MERGING:

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CO-ADVANTAGE RESOURCES II, INC., a Florida corporation, document
number P00000043574

INTO

NBR GROUP II, INC. which changed its name to

CO-ADVANTAGE RESOURCES-FLORIDA, INC., a Florida entity,
P01000089428

File date: December 31, 2002

Corporate Specialist: Karen Gibson

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STATE OF FLORIDA
ARTICLES OF MERGER
OF
CO-ADVANTAGE RESOURCES II, INC.
A FLORIDA CORPORATION
INTO
NBR GROUP II, INC.
A FLORIDA CORPORATION

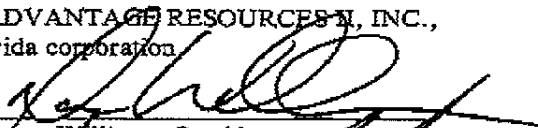
ARTICLES OF MERGER between CO-ADVANTAGE RESOURCES II, INC., a Florida Corporation ("Co-Advantage II") and NBR GROUP II, INC., a Florida Corporation ("NBR").

Pursuant to Section 607.1105 of the Florida Business Corporation Act (the "Act"), the undersigned corporations adopt the following Articles of Merger:

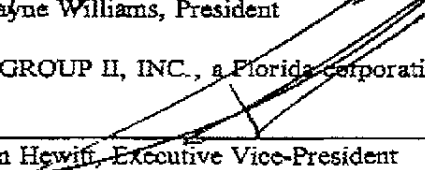
1. The Agreement and Plan of Merger dated December 31, 2002 ("Agreement"), between Co-Advantage II and NBR was approved and adopted by the Board of Directors of Co-Advantage Resources, Inc., the parent corporation of both Co-Advantage II and NBR on December 30, 2002. Since this is a merger of two wholly-owned subsidiaries of a common parent corporation, pursuant to Section 607.1104(1)(a) of the Act, no shareholder approval is required.
2. Pursuant to the Agreement, all issued and outstanding shares of Co-Advantage II's stock will be cancelled by means of a merger of Co-Advantage II into NBR with NBR the surviving corporation. ("Merger").
3. The Agreement is attached as Exhibit A and incorporated by reference as if fully set forth. Article 4 of the Agreement amends the Articles of Incorporation of NBR by changing its name to CO-ADVANTAGE RESOURCES-FLORIDA, INC.
4. Pursuant to §607.1105(1)(b) of the Act, the date and time of the effectiveness of the Merger shall be 12:01 a.m. December 31, 2002.

Signed as of the 30th day of December, 2002.

CO-ADVANTAGE RESOURCES II, INC.,
a Florida corporation

By: 
Dayne Williams, President

NBR GROUP II, INC., a Florida corporation

By: 
Ben Hewitt, Executive Vice-President

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EXHIBIT A

**AGREEMENT AND PLAN OF MERGER
MERGING
CO-ADVANTAGE RESOURCES II, INC.
INTO
NBR GROUP II, INC.**

This Agreement and Plan of Merger is made this 31st day of December, 2002, by and between CO-ADVANTAGE RESOURCES II, INC., a Florida corporation (the "Merging Corporation"), and NBR GROUP II, INC., a Florida corporation (the "Surviving Corporation"). The Merging and Surviving Corporations are sometimes referred to in this Agreement as the "Constituent Corporations".

WHEREAS, the Merging Corporation and the Surviving Corporation are both currently wholly owned subsidiaries of CO-ADVANTAGE RESOURCES, INC., a Florida corporation ("Parent Corporation"); and

WHEREAS, the Board of Directors of the Parent Corporation deems it advisable and to the advantage of the corporations that the Merging Corporation be merged into the Surviving Corporation on the terms and conditions provided in this Agreement, and in accordance with Section 607.1104(1)(a) of the Florida Statutes.

NOW, THEREFORE, in consideration of the premises and of the mutual agreements contained in this Agreement and Plan of Merger, the Constituent Corporations have agreed and do hereby agree to merge on the terms and conditions stated below.

ARTICLE 1.

The Constituent Corporations hereby agree that the Merging Corporation shall be merged with and into the Surviving Corporation, and the Merging Corporation and the Surviving Corporation shall be a single corporation. The Surviving Corporation shall be the corporation continuing after the merger, and the separate existence of the Merging Corporation shall cease on the Effective Date specified in Articles of Merger filed with the Florida Secretary of State.

ARTICLE 2.

The mode of carrying the merger into effect shall be as follows: Since all shares of the outstanding capital stock of the Surviving Corporation are currently owned by the Parent Corporation, no additional shares need be issued by the Surviving Corporation to reflect the ownership interest of the sole shareholder after the Effective Date. The certificate(s) representing the shares of stock of the Merging Corporation shall be surrendered and cancelled on the Effective Date. The then outstanding shares of the Surviving Corporation shall be unaffected by the merger and shall continue to constitute all of the outstanding stock in the Surviving Corporation.

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ARTICLE 3.

Pursuant to applicable statutory provisions, this merger does not require the approval of the shareholders of the Surviving Corporation, the Merging Corporation or the Parent Corporation. The conditions of the applicable statutes of the State of Florida have been complied with as follows:

(a) All of the outstanding shares of capital stock of both the Merging Corporation and the Surviving Corporation are currently owned, and on the Effective Date of this merger will be owned, by the Parent Corporation;

(b) This Agreement and Plan of Merger will be approved by the Board of Directors of the Parent Corporation prior to the Effective Date.

ARTICLE 4.

Upon filing of the Articles of Merger, the Articles of Incorporation of the Surviving Corporation shall by virtue of such filing be amended to change the Surviving Corporation's name to "Co-Advantage Resources-Florida, Inc."

ARTICLE 5.

This Agreement and Plan of Merger shall become effective on the date specified in the Articles of Merger which are filed with the Secretary of State of the State of Florida ("Effective Date").

IN WITNESS WHEREOF, the Constituent Corporations have executed this Agreement as of the date first set forth above.

CO-ADVANTAGE RESOURCES II, INC.

By _____
Dayne Williams, President

NBR GROUP II, INC.

By _____
Ben Hewitt, Executive Vice-President

n:\Co-Advant\NBR-Group\Plan of Merger

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