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MERGER OR SHARE EXCHANGE

ZWB Holdings, Inc.

Certificate of Status	1
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Merger w/ Name Change

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1/4/07

DC

January 4, 2007

FLORIDA DEPARTMENT OF STATE
Division of Corporations

BAGGAGE AIRLINE GUEST SERVICES HOLDINGS, INC.
621 E. WASHINGTON ST STE 8
ORLANDO, FL 32801

SUBJECT: BAGGAGE AIRLINE GUEST SERVICES HOLDINGS, INC.
REF: P05000000795

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ARTICLES OF MERGER
OF BAGGAGE AIRLINE GUEST SERVICES HOLDINGS, INC.
WITH CARS HOLDINGS, INC.

Pursuant to Section 607.1105 of the Florida Statutes, the undersigned corporations, **BAGGAGE AIRLINE GUEST SERVICES HOLDINGS, INC.**, a Florida corporation, and **CARS HOLDINGS, INC.**, a Florida corporation, do hereby adopt the following Articles of Merger for the purpose of merging **BAGGAGE AIRLINE GUEST SERVICES HOLDINGS, INC.** with **CARS HOLDINGS, INC.**:

ARTICLE I
PLAN OF MERGER

1-5-07

A Plan of Merger setting forth the terms and conditions of the merger of **BAGGAGE AIRLINE GUEST SERVICES HOLDINGS, INC.** with **CARS HOLDINGS, INC.** is attached hereto as Exhibit "A" and incorporated herein by reference (the "Plan of Merger").

ARTICLE II
SURVIVING COMPANY

Pursuant to the Plan of Merger, **BAGGAGE AIRLINE GUEST SERVICES HOLDINGS, INC.** and **CARS HOLDINGS, INC.** shall each be merged into and become **ZWB HOLDINGS, INC.**, a Florida corporation, which shall be the name of the surviving corporation.

ARTICLE III
ADOPTION OF PLAN

The Plan of Merger was approved by consent of the sole shareholder of **BAGGAGE AIRLINE GUEST SERVICES HOLDINGS, INC.**, on the 3rd day of January, 2007, and by consent of the sole shareholder of **CARS HOLDINGS, INC.** on the 3rd day of January, 2007.

ARTICLE IV
EFFECTIVE DATE

The Plan of Merger shall be effective at 12:01 a.m. EST, the 5th day of January, 2007.

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IN WITNESS WHEREOF, each of the undersigned corporations has caused these Articles to be signed by its duly authorized officer this 3rd day of January, 2007.

BAGGAGE AIRLINE GUEST SERVICES HOLDINGS, INC.

By: ____________________
Craig Mateer, President

CARS HOLDINGS, INC.

By: ____________________
Craig Mateer, President

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EXHIBIT "A"

PLAN OF MERGER

PLAN AND AGREEMENT OF MERGER

THIS PLAN AND AGREEMENT OF MERGER (hereinafter called this "Plan"), is made and entered by and between **BAGGAGE AIRLINE GUEST SERVICES HOLDINGS, INC.**, a Florida corporation ("BAGS Holdings"), and **CARS HOLDINGS, INC.**, a Florida corporation ("CARS Holdings"), effective as of 12:01 a.m. EST, the 5th day of January, 2007 (the "Effective Date").

WITNESSETH:

WHEREAS, the board of directors of BAGS Holdings has determined that it is advisable and in the best interest of BAGS Holdings and its sole shareholder, and the board of directors of CARS Holdings has determined that it is advisable and in the best interest of CARS Holdings and its sole shareholder, that CARS Holdings be merged with BAGS Holdings on the terms herein set forth;

WHEREAS, the board of directors of BAGS Holdings, by resolutions duly adopted, has adopted this Plan and recommended it to sole shareholder of BAGS Holdings for approval, and the sole shareholder of BAGS Holdings, by resolutions duly adopted, has approved this Plan; and

WHEREAS, the board of directors of CARS Holdings, by resolutions duly adopted, has adopted this Plan and recommended it to the sole shareholder of CARS Holdings for approval, and the sole shareholder of CARS Holdings, by resolutions duly adopted, has approved this Plan;

NOW, THEREFORE, BAGS Holdings and CARS Holdings, in consideration of the premises and of the mutual provisions, agreements and covenants herein contained and in accordance with the applicable statutes of Florida hereby agree as follows:

1. **Corporate Existence of Surviving Corporation.** As of the Effective Date, CARS Holdings shall be merged with BAGS Holdings (such merger being hereinafter sometimes referred to as the "Merger"). The name of the surviving corporation shall be **ZWB HOLDINGS, INC.** (hereinafter sometimes referred to as the "Surviving Corporation"). The corporate identity, existence, purposes, powers, franchises, rights and immunities of BAGS Holdings and CARS Holdings shall be merged into the Surviving Corporation, and the Surviving Corporation shall be fully vested therewith. The separate existence of BAGS Holdings and CARS Holdings, except insofar as otherwise specifically provided by law, shall cease as of the Effective Date, whereupon BAGS Holdings and CARS Holdings shall be and become one single corporation, under the name of the Surviving Corporation.

2. **Articles of Incorporation of Surviving Corporation.** The articles of incorporation of BAGS Holdings in effect immediately prior to the Effective Date shall continue in full force and effect as the articles of incorporation of the Surviving Corporation.

3. **Bylaws of Surviving Corporation.** The bylaws of BAGS Holdings in effect immediately prior to the Effective Date shall continue in full force and effect as the bylaws of the Surviving Corporation until amended in accordance with law.

4. **Directors and Officers of Surviving Corporation.** The duly qualified and acting directors and officers of BAGS Holdings immediately prior to the Effective Date shall be the directors and officers of the Surviving Corporation, each such director or officer to hold office until the term for which he has previously been elected shall expire and until his successor has been elected and qualified.

5. **Conversion and Exchange of Shares.** The manner of converting and exchanging the shares of each of CARS Holdings and BAGS Holdings shall be as follows:

A. As of the Effective Date, the sole holder of outstanding shares of common stock of CARS Holdings shall surrender the same to the Surviving Corporation, or its designated agent, and such holder shall be entitled upon such surrender to receive in exchange therefor one share of common stock of the Surviving Corporation for each share of common stock of CARS Holdings so surrendered.

B. As of the Effective Date, the sole holder of outstanding shares of common stock of BAGS Holdings shall surrender the same to the Surviving Corporation, or its designated agent, and such holder shall be entitled upon such surrender to receive in exchange therefor one share of common stock of the Surviving Corporation for each share of common stock of BAGS Holdings so surrendered.

6. **Earned Surplus of Surviving Corporation.** The earned surplus of the Surviving Corporation shall equal the aggregate of the earned surpluses of BAGS Holdings and CARS Holdings immediately prior to the Effective Date. The earned surplus determined as above provided shall continue to be available for payment of dividends by the Surviving Corporation.

IN WITNESS WHEREOF, each of the undersigned corporations has caused these Articles to be signed by its duly authorized officers this 3rd day of January, 2007.

BAGGAGE AIRLINE GUEST SERVICES HOLDINGS, INC.

By: ______________________
Craig Mateer, President

CARS HOLDINGS, INC.

By: ______________________
Craig Mateer, President