

03-01-0 04-01-0 F-1 JOHNSON, POPE, P. 72-441-811 7-02-0 P.01 F-870

# PO5000030083

Florida Department of State  
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**MERGER OR SHARE EXCHANGE**

**CAVALIER BROTHERS, INC.**

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Merger  
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**STATE OF FLORIDA**  
**ARTICLES OF MERGER**  
**OF**  
**EAGLES HOLDING, INC., a Nevada corporation**  
**INTO**  
**CAVALIER BROTHERS, INC., a Florida corporation**

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FLORIDA  
BUSINESS

Pursuant to Sections 607.1101 and 607.1105 of the Florida Business Corporations Act, the undersigned corporations adopt the following Articles of Merger:

**FIRST:** The Agreement and Plan of Merger was approved and adopted by the sole director and shareholder of CAVALIER BROTHERS, INC., a Florida corporation (the "Surviving Corporation") on March 1, 2005, in accordance with the applicable provisions of Chapter 607, Florida Statutes, and was approved and adopted by the sole director and shareholder of CAVALIER HOLDINGS, INC., on March 1, 2005 in accordance with the laws of the State of Nevada.

**SECOND:** The effective date of these Articles of Merger shall be 5:00 p.m., March 1, 2005 ("Effective Date"). On the Effective Date, the following actions will occur:

a. The Merging Corporation shall merge with and into the Surviving Corporation. The separate existence of the Merging Corporation shall cease. All properties, franchises and rights belonging to the Merging Corporation, by virtue of the Merger and without further act or deed, shall be deemed to be vested in the Surviving Corporation, which shall thenceforth be responsible for all the liabilities and obligations of such corporation.

b. The Articles of Incorporation of the Surviving Corporation, as in effect immediately prior to the Effective Date, shall thereafter continue in full force and effect as the Articles of Incorporation of the Surviving Corporation until altered or amended as provided therein or by law.

c. The currently issued and outstanding 100 shares of common stock of the Surviving Corporation owned by Steve Carlisle, the sole stockholder of Surviving Corporation prior to the Merger, shall remain as the issued and outstanding shares of common stock of the Surviving Corporation after the Merger. No further shares of common stock of the Surviving Corporation will be issued due to the commonality of ownership between the Merging Corporation and the Surviving Corporation.

d. Each share of Common Stock of the Merging Corporation issued and outstanding immediately prior to the Effective Date shall be canceled.

MAR. 2. 2005 8:45AM

NO. 833 P. 3/3

03-01-05 04:36pm From: JOHNSON, POPE, PA

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These Articles of Merger and the Agreement and Plan of Merger were duly authorized in accordance with the provisions of Chapter 607, Florida Statutes and Chapter 92A, Nevada Revised Statutes.

Signed this 1<sup>st</sup> day of March, 2005.

**SURVIVING CORPORATION:**

CAVALIER BROTHERS, INC.,  
a Florida corporation

By: 

Steve Carlisle, President

**MERGING CORPORATION:**

EAGLES HOLDING, INC.,  
a Nevada corporation

By: 

Steve Carlisle, President

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