

PO6000007096

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** Please note name amendment within merger.*

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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

MGS ACQUISITION CORP.

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Merger

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ARTICLES OF MERGER
 (Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
MGS Acquisition Corp.	Florida	PO6000007096

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Palmera Holdings, Inc.	Florida	PO4000054251

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

Fifth: The Plan of Merger was adopted by the shareholders of the surviving corporation on February 14, 2006.

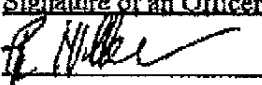

Sixth: The Plan of Merger was adopted by the shareholders of the merging corporation on January 19, 2006.

Seventh: The Articles of Incorporation of MGS Acquisition Corp. are hereby amended as follows:

Article First is amended to state:

"First, The name of the Corporation shall be Palmera Holdings, Inc."

Eighth: Signatures for each corporation:

<u>Name of Corporation</u>	<u>Signature of an Officer</u>	<u>Printed Name of Individual & Title</u>
MGS Acquisition Corp.		Richard Miller President
Palmera Holdings, Inc.		M. Peter Carey III President

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PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
MGS Acquisition Corp.	Florida

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
Palmera Holdings, Inc.	Florida

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

1. THE MERGER.

In accordance with the Florida Business Corporation Act ("FCBA"), at the Effective Time (as hereinafter defined), all Palmera Shares (as hereinafter defined) shall be cancelled and converted into the right to receive the Merger Shares. In connection therewith, the following terms shall apply:

(a) Exchange Agent. Robert Brantl, Esq., counsel for Palmera Holdings, Inc. ("Palmera"), shall act as the exchange agent (the "Exchange Agent") for the purpose of exchanging Palmera Shares for the Merger Shares. At or prior to the Closing, Maui General Store, Inc. ("MGS") shall deliver to the Exchange Agent the certificates for the Merger Shares.

(b) Conversion of Securities.

(i) Conversion of Palmera Securities. At the Effective Time, by virtue of the Merger and without any action on the part of MGS, Palmera or MGS Acquisition Corp. (the "Merger Sub"), or the holders of any of their respective securities, each of the issued and outstanding shares of common stock of Palmera (the "Palmera Shares") immediately prior to the Effective Time shall be converted into and represent the right to receive, and shall be exchangeable for, that number of Merger Shares as shall be determined by dividing 360,000,000 by the number of then issued and outstanding Palmera Shares (the "Palmera Conversion Rate").

(B) All Palmera Shares shall no longer be outstanding and shall automatically be canceled and retired and shall cease to exist, and each holder of

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a certificate representing any such shares shall cease to have any rights with respect thereto, except the right to receive the Merger Shares to be issued pursuant to this Section 1(b)(i) upon the surrender of such certificate in accordance with Section 7, without interest. No fractional shares may be issued; but each fractional share that would result from the Merger will be rounded to the nearest whole number of shares.

(C) The Merger Shares shall represent 80.00% of the issued and outstanding common stock of MGS at the Effective Time after giving effect to the Merger.

(ii) Surrender of Shares. At the Effective Time, Palmera shall surrender to the treasury of MGS 50,000,000 shares of MGS common stock purchased by it pursuant to the Amended Stock Purchase Agreement dated January 24, 2006, between Palmera and the Principal Stockholder.

(iii) Conversion of Merger Sub Stock. At the Effective Time, by virtue of the Merger and without any action on the part of Palmera, MGS, the Merger Sub, or the holders of any of their respective securities, each share of capital stock of Merger Sub outstanding immediately prior to the Effective Time shall be converted into one share of the common stock of the Surviving Entity and the shares of common stock of the Surviving Entity ("Surviving Entity Shares") so issued in such conversion shall constitute the only outstanding shares of capital stock of the Surviving Entity and the Surviving Entity shall be a wholly owned subsidiary of MGS.

2. CLOSING.

The closing of the Merger (the "Closing") will take place at the offices of Robert Brantl, Esq. on February 24, 2006, or at such other date as MGS and Palmera shall agree (the "Closing Date").

3. MERGER; EFFECTIVE TIME.

At the Effective Time and subject to and upon the terms and conditions of this Agreement, Merger Sub shall, and MGS shall cause Merger Sub to, merge with and into Palmera in accordance with the provisions of the FBCA, the separate corporate existence of Merger Sub shall cease and Palmera shall continue as the "Surviving Entity." The Effective Time shall occur upon the filing with the Secretary of State of the State of Florida of a Certificate of Merger (the "Certificate of Merger") in accordance with the provisions of the FBCA (the "Effective Time"). The date on which the Effective Time occurs is referred to as the "Effective Date." The Parties will cause the Certificate of Merger to be filed as soon as practicable after the Closing.

4. EFFECT OF THE MERGER.

The Merger shall have the effect set forth in Section 607.1101 of the FBCA. Without limiting the generality of the foregoing, and subject thereto, at the Effective Time, all the properties, rights, privileges, powers and franchises of Palmera and Merger Sub shall vest in the Surviving Entity, and all debts, liabilities and duties of Palmera and Merger Sub shall become the debts, liabilities and duties of the Surviving Entity.

5. ARTICLES OF INCORPORATION AND BYLAWS; DIRECTORS AND OFFICERS.

Pursuant to the Merger:

(a) The Articles of Incorporation and Bylaws of Palmera as in effect immediately prior to the Effective Time shall be the Articles of Incorporation and Bylaws of the Surviving Entity immediately following the Merger.

(b) The directors and officers of Palmera immediately prior to the Effective Time shall be the directors and officers of the Surviving Entity subsequent to the Merger.

6. RESTRICTIONS ON RESALE

(a) The Merger Shares. The Merger Shares will not be registered under the Securities Act, or the securities laws of any state, and cannot be transferred, hypothecated, sold or otherwise disposed of until: (i) a registration statement with respect to such securities is declared effective under the Securities Act, or (ii) MGS receives an opinion of counsel for the stockholders, reasonably satisfactory to counsel for MGS, that an exemption from the registration requirements of the Securities Act is available.

The certificates representing the Merger Shares which are being issued to the Palmera Stockholders shall contain a legend substantially as follows:

"THE SECURITIES WHICH ARE REPRESENTED BY THIS CERTIFICATE HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, AND MAY NOT BE SOLD, TRANSFERRED, HYPOTHECATED OR OTHERWISE DISPOSED OF UNTIL A REGISTRATION STATEMENT WITH RESPECT THERETO IS DECLARED EFFECTIVE UNDER SUCH ACT, OR MAUI GENERAL STORE, INC. RECEIVES AN OPINION OF COUNSEL FOR THE HOLDER REASONABLY SATISFACTORY TO COUNSEL FOR MAUI GENERAL STORE,

INC. THAT AN EXEMPTION FROM THE REGISTRATION REQUIREMENTS OF SUCH ACT IS AVAILABLE."

7. EXCHANGE OF CERTIFICATES.

(a) EXCHANGE OF CERTIFICATES. After the Effective Time and pursuant to a customary letter of transmittal or other instructional form provided by the Exchange Agent to the Palmera Stockholders, the Palmera Stockholders shall be required to surrender all their Palmera Shares to the Exchange Agent, and the Palmera Stockholders shall be entitled upon such surrender to receive in exchange therefor certificates representing the proportionate number of Merger Shares into which the Palmera Shares theretofore represented by the stock transfer forms so surrendered shall have been exchanged pursuant to this Agreement. Until so surrendered, each outstanding certificate which, prior to the Effective Time, represented Palmera Shares shall be deemed for all corporate purposes, subject to the further provisions of this Plan, to evidence the ownership of the number of whole Merger Shares for which such Palmera Shares have been so exchanged. No dividend payable to holders of Merger Shares of record as of any date subsequent to the Effective Time shall be paid to the owner of any certificate which, prior to the Effective Time, represented Palmera Shares, until such certificate or certificates representing all the relevant Palmera Shares, together with a stock transfer form, are surrendered as provided in this Plan or pursuant to letters of transmittal or other instructions with respect to lost certificates provided by the Exchange Agent.

(b) FULL SATISFACTION OF RIGHTS. All Merger Shares for which the Palmera Shares shall have been exchanged pursuant to this Plan shall be deemed to have been issued in full satisfaction of all rights pertaining to the Palmera Shares.

(c) EXCHANGE OF CERTIFICATES. All certificates representing Palmera Shares converted into the right to receive Merger Shares pursuant to this Plan shall be furnished to MGS subsequent to delivery thereof to the Exchange Agent pursuant to this Agreement.

(d) CLOSING OF TRANSFER BOOKS. On the Effective Date, the stock transfer book of Palmera shall be deemed to be closed and no transfer of Palmera Shares shall thereafter be recorded thereon.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or other corporation or, in whole or in part, into cash or other property are as set forth in Article Third, Section 1(b) above.

* * * * *