

P06000029244

Division of Corporations

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MERGER OR SHARE EXCHANGE

Portagy Corp.

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Merger
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ARTICLES OF MERGER

Pursuant to Section 607.1107 of the Florida Business Corporation Act, PORTAGY ACQUISITION CORP., a Florida corporation ("Portagy Acquisition"), proposes to merge into PORTAGY CORP., a Delaware corporation ("Portagy"), and in connection therewith, the corporations submit the following:

1. The surviving corporation will be Portagy and the name of the surviving corporation will be "Portagy Corp.," a Delaware corporation. The principal office address of Portagy is 9412 Oakmore Road, Los Angeles, CA 90035.
2. The Plan of Merger (the "Plan") has been adopted under the Agreement and Plan of Merger, as amended, which was entered into as of March 17, 2006, by and between Cell Power Technologies, Inc., a Florida corporation, Portagy Acquisition and Portagy. A copy of the Plan is attached hereto as Exhibit A.
3. The Plan was adopted by the majority of each outstanding class of capital stockholders of Portagy entitled to vote in accordance with the applicable provisions of the General Corporation Law of the State of Delaware, as of April 5, 2006.
4. The Plan was adopted by unanimous consent of the only shareholder of Portagy Acquisition entitled to vote in accordance with the applicable provisions of the Florida Business Corporation Act, on March 17, 2006.
5. Portagy agrees that it may be served with process in the State of Florida in any proceeding for the enforcement of any obligation of Portagy Acquisition previously amenable to suit in the State of Florida. See Paragraph 7 relating to the absence of appraisal rights.
6. Portagy Acquisition irrevocably appoints the Florida Secretary of State as its agent to accept service of process in any proceeding described in Paragraph 5 above and requests that the Secretary of State of Florida forward a copy of the process in such proceeding to Portagy, c/o Harris Cramer LLP, 1555 Palm Beach Lakes Boulevard, Suite 310, West Palm Beach, Florida 33401.
7. Since the sole shareholder of Portagy Acquisition entitled to vote on the merger has by unanimous consent adopted the Plan, there will be no Portagy Acquisition dissenting shareholders and, therefore, no appraisal rights under the Florida Business Corporation Act.

IN WITNESS WHEREOF, Portagy Acquisition and Portagy have caused their respective corporate names to be signed hereto, by their respective officers, thereunto duly authorized by the respective boards of directors.

**PORTAGY ACQUISITION CORP., a Florida
corporation**

By: _____
Jacob Herskovits, President

PORTAGY CORP., a Delaware corporation

By: Charles Wiesel
Charles Wiesel, Chief Executive
Officer

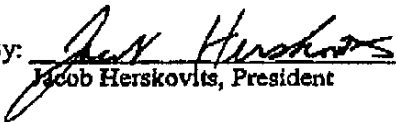
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PORTAGY ACQUISITION CORP., a Florida
corporation

By:


Jacob Herskovits, President

PORTAGY CORP., a Delaware corporation

By:

Charles Wiesel, Chief Executive
Officer

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PLAN OF MERGER

This Plan of Merger is made as of this 17th day of March, 2006, by and between Portagy Corp., a Delaware corporation ("Portagy"), and Portagy Acquisition Corp., a Florida corporation ("Acquisition"), said corporations being sometimes hereinafter collectively referred to as "Constituent Corporations."

WHEREAS, the respective boards of directors of the Constituent Corporations deem it advisable and have recommended that Acquisition be merged with and into Portagy under the laws of the state of Florida in the manner provided therefor pursuant to the Florida Business Corporation Act, and under the laws of the State of Delaware in the manner provided therefor pursuant to the Delaware General Corporation Law ("DGCL"); and

WHEREAS, the stockholders of Portagy by a majority of each class entitled to vote have approved the merger of Acquisition into Portagy in the manner provided by the DGCL, and the sole shareholder of the only class of capital stock entitled to vote of Acquisition has approved the merger of Acquisition into Portagy.

NOW, THEREFORE, in consideration of the premises and of the mutual promises herein, the Constituent Corporations do hereby agree, to merge upon the terms and conditions below stated.

1. Agreement to Merger. The Constituent Corporations hereby agree that Acquisition shall be merged with and into Portagy (hereinafter sometimes referred to as the "Surviving Corporation").
2. Name of Merged Corporation. The name of the Surviving Corporation shall be Portagy Corp.
3. Certificate of Incorporation. The certificate of incorporation of Portagy shall continue to be the certificate of the Surviving Corporation as it is presently filed.

4. Effective Date of Agreement. This Plan of Merger shall become effective as of the date hereof, and the merger shall be effective upon the later of the filing of the Articles of Merger with the Secretary of State of Florida and the Certificate of Merger with the Secretary of State of Delaware.

5. Assets and Liabilities. All assets and liabilities of Acquisition shall become assets and liabilities of Portagy.

6. Conversion of Securities. The stockholders and holders of warrants of Portagy shall have their shares of common and preferred stock and warrants of Portagy cancelled and receive the securities of Cell Power Technologies, Inc. ("Cell Power"), the shareholder of Acquisition, as described on Exhibit A. Each holder of a Portagy convertible note shall receive a Cell Power convertible note in the same principal amount, convertible as provided on Exhibit A. Cell Power shall receive 100 shares of common stock of Portagy. The outstanding shares of capital stock of Acquisition shall be cancelled.

IN WITNESS HEREOF the Constituent Corporations have caused their respective corporate names to be signed hereto, by their respective officers, thereunto duly authorized by the respective boards of directors of the Constituent Corporations.

Portagy Corp.,
a Delaware corporation

By:

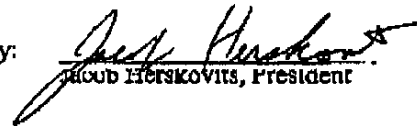
Charles Wiesel
Charles Wiesel, Chief Executive Officer

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Portagy Acquisition Corp.,
a Florida corporation

By:


Jacob Herskovits, President

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