

12/05/2006 16:04 850-245-6030  
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08/19/06 10:50 FAX 850-245-6897  
Division of Corporations  
**FD6000141512**  
STEARNS WEAVER MILLER WEISSLER ALHADEFF & SITTERSON

Florida Department of State  
Division of Corporations  
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MERGER OR SHARE EXCHANGE

Cannes Export Corp.

|                       |         |
|-----------------------|---------|
| Certificate of Status | 1       |
| Certified Copy        | 1       |
| Page Count            | 05      |
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*Merger*

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER**

**OF**

**CANNES EXPORT, LTD.,**

**WITH AND INTO**

**CANNES EXPORT CORP.**

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, the undersigned Cannes Export, Ltd. and Cannes Export Corp. adopt the following Articles of Merger.

1. The name of the surviving corporation of the merger is Cannes Export Corp., a Florida corporation ("EXFL"). The name of the merging corporation is Cannes Export, Ltd., a California corporation ("EXCA").

2. A copy of the Agreement and Plan of Merger, dated as of November 14 2006, by and between EXFL and EXCA, is attached hereto as Exhibit A and incorporated herein by reference.

3. This merger shall become effective on the later to occur of filing of these Articles of Merger with the Florida Department of State and the filing of Articles of Merger relating to this merger with the California Department of State.

4. The Agreement and Plan of Merger was adopted on November 14, 2006 by the shareholders of EXFL by unanimous written consent without a meeting in the manner prescribed by the Florida Business Corporation Act.

5. The Agreement and Plan of Merger was adopted on November 14, 2006 by the shareholders of EXCA by unanimous written consent without a meeting in the manner prescribed by the California General Corporation Law.

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STEARNS WEAVER WHISSLER

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IN WITNESS WHEREOF, these Articles of Merger have been executed as of the  
\_\_1\_\_ day of December 2006.

CANNES EXPORT CORP., a Florida  
corporation

By: [Signature]  
Name: SARAH T. ARCHER  
Title: President

CANNES EXPORT, LTD., a California  
corporation

By: [Signature]  
Name: SARAH T. ARCHER  
Title: President

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STEARNS WEAVER WEISSLER

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EXHIBIT A

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER is made as of the 14 day of November 2006, by and between Carnes Export, Ltd., a California corporation ("EXCA"), and Carnes Export Corp., a Florida corporation ("EXFL").

WITNESSETH:

WHEREAS, the respective Boards of Directors of EXCA and EXFL deem it advisable and in the best interests of their respective corporations and shareholders to have EXCA merge with and into EXFL pursuant to this Agreement and the applicable respective provisions of the laws of the State of Florida and the laws of the State of California (such transaction being hereinafter referred to as the AMerger); and the Board of Directors and shareholders of each of EXFL and EXCA have approved this Agreement and the Merger contemplated hereby;

NOW, THEREFORE, the parties hereto, in consideration of the premises, mutual covenants and agreements herein contained, hereby agree as follows:

ARTICLE 1  
THE MERGER

On the Effective Date of the Merger (as hereinafter defined) and in accordance with the respective laws of the State of Florida and the State of California, EXCA shall merge with and into EXFL, with EXFL being the corporation surviving the Merger (hereinafter sometimes referred to as the ASurviving Corporation) as a corporation organized and existing under the laws of the State of Florida.

ARTICLE 2  
EFFECTIVE DATE

Articles of Merger, substantially in the form attached as Appendix "A" and Certificate of Merger, substantially in the form attached as Appendix "B" hereto, executed in accordance with the respective laws of the State of Florida and the State of California shall be filed with the Secretary of State of the State of Florida and the Secretary of State of the State of California. The Merger shall become effective upon the filing of Articles of Merger relating to the Merger with the Secretary of State of the State of Florida, as prescribed by law (such date hereinafter sometimes referred to as the "Effective Date of the Merger").

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**ARTICLE 3  
CERTAIN RESULTS OF THE MERGER**

(a) Succession by Surviving Corporation. Upon the Merger becoming effective and by virtue thereof:

(i) The separate corporate existence of EXCA and EXFL shall cease and EXCA and EXFL shall become and be a single corporation, with EXFL as the Surviving Corporation.

(ii) Except as herein specifically set forth, the identity, existence, purposes, rights, privileges, immunities, powers and authority of EXFL shall continue in effect and be unimpaired by the Merger.

(iii) EXFL, as the Surviving Corporation, shall, in addition to all rights, privileges, powers, immunities and properties vested in it prior to the Merger, succeed to and possess as a result of the Merger all rights, privileges, powers, immunities, franchises, properties (whether real, personal or mixed, tangible or intangible) and assets of EXCA and such rights, privileges, powers, immunities, franchises, properties and assets shall be vested in EXFL without further act or deed.

(iv) All rights of creditors and all liens upon, or security interests in, any property of EXCA shall be preserved unimpaired; EXFL as the Surviving Corporation shall be subject to all of the debts, liabilities and obligations existing prior to the Merger with respect to it and EXCA and all of the debts, liabilities and obligations of EXCA shall thereafter attach to and be assumed by the Surviving Corporation to the same extent as if said debts, liabilities and obligations had originally been incurred or contracted by it; provided, however, that nothing herein is intended to or shall expand or enlarge any debt, liability or obligation or the lien of any indenture, agreement or other instrument executed or assumed prior to the Merger.

(b) Articles of Incorporation, Bylaws and Officers and Directors of Surviving Corporation. Upon the Merger becoming effective:

(i) The Articles of Incorporation of EXFL as in effect immediately prior to the Merger becoming effective, shall be the Articles of Incorporation of the Surviving Corporation until amended in the manner provided by law and said Articles of Incorporation.

(ii) The Bylaws of EXFL in effect immediately prior to the Merger becoming effective shall be the Bylaws of the Surviving Corporation until amended in the manner provided by law, the Articles of Incorporation of the Surviving Corporation and said Bylaws.

(iii) The officers and directors of EXFL immediately prior to the Merger becoming effective shall continue as the officers and directors of the Surviving Corporation for the full unexpired terms of their respective offices or until their respective successors have been duly elected or appointed and qualified.

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ARTICLE 4  
CONVERSION AND EXCHANGE OF SHARES  
UPON THE EFFECTIVE DATE OF THE MERGER

(a) EXFL Shares. Each share of common stock, par value \$0.001 per share, of EXFL issued and outstanding prior to the Effective Date of the Merger shall continue to be issued and outstanding at and after the Effective Date of the Merger as a share of common stock, par value \$0.001 per share, of the Surviving Corporation.

(b) Cancellation of EXCA=s Shares. Upon the Effective Date of the Merger, each share of EXCA=s capital stock, which is issued and outstanding immediately prior to the Effective Date of the Merger, shall be canceled and retired.

ARTICLE 5  
MISCELLANEOUS

(a) Amendments. This Agreement shall not be modified or amended except by an instrument in writing signed by or on behalf of the parties hereto.

(b) Counterparts. This Agreement may be executed in any number of counterparts, each of which shall be deemed an original but all of which together shall constitute one and the same instrument.

(c) Governing Law. This Agreement shall be governed in all respects, including validity, interpretation and effect, by the respective laws of the State of Florida and the State of Mississippi.

(d) Assignment. This Agreement and all of the provisions hereof shall be binding upon and inure to the benefit of the parties hereto and their respective successors and permitted assigns, but neither this Agreement nor any of the rights, interest or obligations hereunder shall be assigned by any of the parties hereto without the prior written consent of the other parties.

(e) Execution of Documents. EXCA shall from time to time, as and when requested by EXFL, execute and deliver all such documents and instruments and take all such action necessary or desirable to evidence or carry out his merger.

(f) Headings. The headings of the sections and articles of this Agreement are inserted for convenience only and shall not constitute a part hereof.

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IN WITNESS WHEREOF, the parties hereto have caused this Agreement and Plan of Merger to be duly executed on their behalf as of the date first above written.

CANNES EXPORT, LTD., a California corporation

By: [Signature]  
Sabine Marchal, President

CANNES EXPORT CORP., a Florida corporation

By: [Signature]  
Sabine Marchal, President

Attest:

[Signature]  
Edouard A. Kungy, Secretary  
Cannes Export, Ltd.

[Signature]  
Edouard Altuby, Secretary  
Cannes Export Corp.

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