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FILED
08 JUL -8 PM 2:00
SECRETARY OF STATE
TREASURY DEPARTMENT
FLORIDA

Merzen
7/16/08

ARTICLES OF MERGER

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:

Name

Creative Thoughts, Inc. of Florida

Jurisdiction

Florida

Document Number

P07000106790

Second: The name and jurisdiction of the merging corporation:

Name

Creative Thoughts Unlimited, Inc.

Jurisdiction

California

Document Number

N/A

Third: The Plan of Merger is attached

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

Fifth: Adoption of Merger by surviving corporation. The Plan of Merger was adopted by the shareholders of the surviving corporation on 6/1/2008.

FILED
08 JUL -8 PM 2:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA

PLAN OF MERGER

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: The name and jurisdiction of the surviving corporation:

Name

Creative Thoughts, Inc. of Florida

Jurisdiction

Florida

Second: The name and jurisdiction of the merging corporation:

Name

Creative Thoughts Unlimited, Inc.

Jurisdiction

California

Document Number

N/A

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

NOW, THEREFORE, the parties do hereby adopt the plan of merger set forth in this agreement and do hereby agree that Creative Thoughts Unlimited, (CTU) shall merge with and into Creative Thoughts, Inc. of Florida (CTF) on the following terms, conditions and other provisions:

1. MERGER AND EFFECTIVE TIME. At the Effective Time (as defined below), CTU shall be merged with and into CTF (the "Merger"), and CTF shall be the surviving corporation of the Merger (the "Surviving Corporation"). The Merger shall become effective upon the close of business on the date when a duly executed copy of this Merger Agreement, along with all required officers' certificates, is filed with the Secretary of State of the State of Florida, (the "Effective Time").

2. EFFECT OF MERGER. At the Effective Time, the separate corporate existence of CTU shall cease; the corporate identity, existence, powers, rights and immunities of CTF as the Surviving Corporation shall continue unimpaired by the Merger; and CTF shall succeed to and shall possess all the assets, properties, rights, privileges, powers, franchises, immunities and purposes, and be subject to all the debts, liabilities, obligations, restrictions and duties of CTU, all without further act or deed. The Certificate of Incorporation of the Surviving Corporation shall be the Certificate of Incorporation.

3. GOVERNING DOCUMENTS. At the Effective Time, the Certificate of Incorporation of CTF in effect immediately prior to the Effective Time shall become the Certificate of Incorporation of the Surviving Corporation and the Bylaws of CTF in effect immediately prior to the Effective Time shall become the Bylaws of the Surviving Corporation.

4. DIRECTORS AND OFFICERS. At the Effective Time, the directors and officers of CTF shall be and become the directors and officers (holding the same titles and positions) of the Surviving Corporation and after the Effective Time shall serve in accordance with the Certificate of Incorporation and Bylaws of the Surviving Corporation.

5. CONVERSION OF SHARES OF CTU. Subject to the terms and conditions of this Agreement, at the Effective Time, each share of CTU Common Stock outstanding immediately prior thereto shall be automatically changed and converted into one fully paid and nonassessable, issued and outstanding share of CTF Common Stock.

6. CANCELLATION OF SHARES OF CTF. At the Effective Time, all of the previously issued and outstanding shares of CTF Common Stock that were issued and outstanding immediately prior to the Effective Time shall be automatically retired and canceled.

7. STOCK CERTIFICATES. At and after the Effective Time, all of the outstanding certificates that, prior to that date, represented shares of CTU Common Stock shall be deemed for all purposes to evidence ownership of and to represent the number of shares of CTF Common Stock into which such shares of CTU Common Stock are converted as provided herein.

8. CONVERSION OF OPTIONS AND WARRANTS. N/A

9. FRACTIONAL SHARES. N/A

10. EMPLOYEE BENEFIT PLANS. N/A

11. FURTHER ASSURANCES. From time to time, as and when required by the Surviving Corporation or by its successors or assigns, there shall be executed and delivered on behalf of CTU such deeds, assignments and other instruments, and there shall be taken or caused to be taken by it all such further action as shall be appropriate, advisable or necessary in order to vest, perfect or confirm, of record or otherwise, in the Surviving Corporation the title to and possession of all property, interests, assets, rights, privileges, immunities, powers, franchises and authority of CTU, and otherwise to carry out the

purposes of this Merger Agreement. The officers and directors of the Surviving Corporation are fully authorized in the name of and on behalf of CTU, or otherwise, to take any and all such actions and to execute and deliver any and all such deeds and other instruments as may be necessary or appropriate to accomplish the foregoing.

12. CONDITION. The consummation of the Merger is subject to the approval of this Merger Agreement and the Merger contemplated hereby by the shareholders of CTU and by the sole stockholder of CTF, prior to or at the Effective Time.

13. ABANDONMENT. At any time before the Effective Time, this Merger Agreement may be terminated and the Merger abandoned by the Board of Directors of CTU or CTF, notwithstanding approval of this Merger Agreement by the Boards of Directors and shareholders of CTU and CTF.

14. AMENDMENT. At any time before the Effective Time, this Merger Agreement may be amended, modified or supplemented by the Boards of Directors of the Constituent Corporations, notwithstanding approval of this Merger Agreement by the shareholders of CTU and CTF; provided, however, that any amendment made subsequent to the adoption of this Agreement by the shareholders of CTU or the sole stockholder of CTF shall not: (i) alter or change the amount or kind of shares, securities, cash, property and/or rights to be received in exchange for or upon conversion of any shares of any class or series of CTU; (ii) alter or change any of the terms of the Certificate of Incorporation of the Surviving Corporation to be effected by the Merger; or (iii) alter or change any of the terms or conditions of this Merger Agreement if such alteration or change would adversely affect the holders of any shares of any class or series of CTU or CTF.


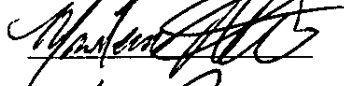

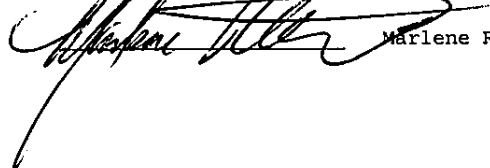
15. TAX-FREE REORGANIZATION. The Merger is intended to be a tax-free plan of reorganization within the meaning of Section 368(a)(1)(F) of the Code.

16. GOVERNING LAW. This Agreement shall be governed by and construed under the internal laws of the State of Florida as applied to agreements among California residents entered into and to be performed entirely within California, without reference to the principles of conflicts of law or choice of laws, except to the extent that the laws of the State of Florida would apply in matters relating to the internal affairs of CTF and the Merger.

17. COUNTERPARTS. In order to facilitate the filing and recording of this Merger Agreement, it may be executed in any number of counterparts, each of which shall be deemed to be an original.

Sixth: Adoption of Merger by merging corporation. The Plan of Merger was adopted by the shareholders of the merging corporation on 6/1/2008.

Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature of an Officer</u>	<u>Printed Name of Individual</u>
Creative Thoughts, Inc. of Florida		Kevin J. Rathbun
Creative Thoughts, Inc. of Florida		Marlene Rathbun
Creative Thoughts Unlimited, Inc.		Kevin J. Rathbun
Creative Thoughts Unlimited, Inc.		Marlene Rathbun