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Florida Department of State
Division of Corporations
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TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE

Guangxi Nanning Chenghui Real Estate Co., Ltd

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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:

Name	Jurisdiction	Document Number (If known/ applicable)
Guangxi Nanning Chenghui Real Estate Co., Ltd	China	

Second: The name and jurisdiction of each merging corporation:

Name	Jurisdiction	Document Number (If known/ applicable)
CRI International Acquisition, Inc	FL	P 07 000 12 0765

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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.

OR 1/1/ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on 10/12/2007

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on 10/30/2007

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

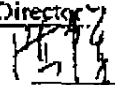

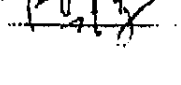
(Attach additional sheets if necessary)

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Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation	Signature of an Officer or Director	Typed or Printed Name of Individual & Title
Chenghui International Group, Inc.		HUI CHEN
Guangxi Nanning Chenghui Real Estate Co., Ltd.		HUI CHEN
CRE Acquisition, Inc.		HUI CHEN

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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

Jurisdiction

Guangxi Nanning Chenghui Real Estate Co., Ltd China

First: The name and jurisdiction of each merging corporation:

Name

Jurisdiction

CRE International Acquisition, Inc.

Florida

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

Chenghui International Group, Inc., a Nevada corporation ("Company")
Guangxi Nanning Chenghui Real Estate Co., Ltd ("Chenghui")
CRE International Acquisition, Inc., a Florida corporation ("CRE")

- CRE shall be merged with and into Chenghui in accordance with the statutory provisions of Florida and Chinese law.
- Chenghui shall be the Surviving Corporation and the corporate identity, existence, purposes, powers, franchises, rights, and immunities of Chenghui shall continue unaffected and unimpaired by the Merger. The Articles of Association and any other similar document pertaining to the formation and or organization of Chenghui shall continue in force and will not be impaired or affected by the Merger. The corporate identity, existence, purposes, powers, franchises, rights and immunities of CRE shall be merged into Chenghui and Chenghui shall be fully vested therewith.
- The time at which the Articles of Merger are filed with the Secretary of State of Florida shall be the "Effective Time" of the Merger.
- Except insofar as specifically otherwise provided by law, CRE shall cease to exist at the Effective Time, whereupon the separate existence of CRE and Chenghui shall become a single corporation, that being Chenghui.

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

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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 any other corporation or, in whole or in part, into cash or other property are as follows:

- At the Effective Time, without any action by the holder thereof, each issued and outstanding share of Chenghui's common stock shall be deemed cancelled and converted into two shares of the Company's common stock.
- At the Effective Time, without any action by the holder thereof, each issued and outstanding share of CRE shall be converted into and become one fully paid and nonassessable share of Chenghui.
- Each option to purchase shares of Chenghui (collectively, the "Chenghui Option") that is outstanding immediately prior to the Effective Time, without regard to whether such option is then exercisable, shall, by virtue of the Merger and without any further action on the part of the holder thereof, be assumed by the Company and converted into an option (a "Substitute Option") to purchase that number of shares of the Company's common stock equal to the number of shares subject to such Chenghui Option immediately prior to the Effective Time in at an exercise price per share equal to the exercise price per share of such Chenghui Option immediately prior to the Effective Time. The terms and conditions of each Substitute Option, including any acceleration of vesting and/or exercisability thereof, shall otherwise be the same as the related Chenghui Option.

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