

P93000037255

(Requestor's Name)

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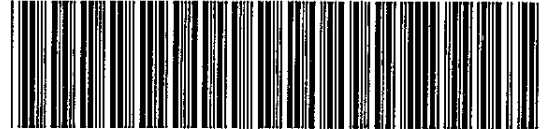
(Business Entity Name)

(Document Number)

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400056500294

06/24/05--01009--015 **43.75

merger
T. Lewis

07/13/05--01009--004 **35.00

FILED
05 JUL 25 AM 10 30
SECRETARY OF STATE
TALLAHASSEE, FL 32301

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: BEDROCK HOLDINGS INC
(Name of surviving corporation)

The enclosed merger and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

LAURA ANTHONY, ESQ.
(Name of person)

LEGAL & COMPLIANCE, LLC
(Name of firm/company)

330 CLEMATIS ST. #217
(Address)

WEST PALM BEACH, FL 33401
(City/state and zip code)

For further information concerning this matter, please call:

LAURA ANTHONY at (561) 514-0936
(Name of person) (Area code & daytime telephone number)

☒ Certified copy (optional) \$8.75 (plus \$1 per page for each page over 8, not to exceed a maximum of \$52.50; please send an additional copy of your document if a certified copy is requested)

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

July 13, 2005

LAURA ANTHONY, ESQ.
LEGAL & COMPLIANCE, LLC
330 CLEMATIS STREET, #217
WEST PALM BEACH, FL 33401

SUBJECT: BEDROCK HOLDINGS CORPORATION
Ref. Number: P93000037255

We have received your document for BEDROCK HOLDINGS CORPORATION and check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Please correct the name of the entity in the Articles of Merger as referenced above.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6905.

Thelma Lewis
Document Specialist Supervisor

Letter Number: 005A00046288

RECEIVED
05 JUL 25 AM 8:00
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

June 29, 2005

LAURA ANTHONY, ESQ.
LEGAL & COMPLIANCE, LLC
330 CLEMATIS STREET, #217
WEST PALM BEACH, FL 33401

SUBJECT: BEDROCK HOLDINGS CORPORATION
Ref. Number: P93000037255

We have received your document for BEDROCK HOLDINGS CORPORATION and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The current name of the entity is as referenced above. Please correct your document accordingly.

The filing fee for Articles of Merger is \$35.00 per each party to the merger. There is a balance of \$35.00 due in order to file the merger.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6905.

Thelma Lewis
Document Specialist Supervisor

Letter Number: 005A00043829

RECEIVED
05 JUL 12 AM 8:00
DIVISION OF CORPORATIONS

STATE OF FLORIDA ARTICLES OF MERGER OF
BEDROCK HOLDINGS CORPORATION, A FLORIDA CORPORATION INTO
CAPITAL SOLUTIONS I, INC., A DELAWARE CORPORATION

The following articles of merger are submitted pursuant to Section 607.1105 of the Florida Business Corporations Act.

FIRST: The name of the surviving corporation is Capital Solutions I, Inc., a Delaware corporation.

SECOND: The name of the corporation being merged into this surviving corporation is Bedrock Holdings Corporation, a Florida corporation, document number P93000037255.

THIRD: The Agreement and 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 Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by the board of directors of the surviving corporation on June 20, 2005 and shareholder approval was not required.

SIXTH: The Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by the board of directors of the merging corporation on June 20, 2005 and shareholder approval was not required.

SEVENTH: The name of the surviving corporation is Capital Solutions I, Inc., a Delaware corporation.

EIGHTH: The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation.

CAPITAL SOLUTIONS I, INC.

By: _____
Name: Chris Arsen
Title: President

BEDROCK HOLDINGS CORPORATION

By: _____
Name: Chris Arsen
Title: _____

FILED
JUL 25 AM 10:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER made and entered into as of the 20th day of June, 2005 by and between CAPITAL SOLUTIONS I, INC., a Delaware corporation (the "Parent"), and BEDROCK HOLDINGS CORPORATION, a Florida corporation (the "Subsidiary").

Recitals:

A. The Parent and the Subsidiary (individually sometimes called a "Constituent Corporation" and together sometimes called the "Constituent Corporations") desire that the Subsidiary, a wholly owned subsidiary of the Parent, merge with and into the Parent.

B. The Subsidiary is a corporation duly organized, validly existing and in good standing under the laws of the State of Florida and has an authorized capital stock of five hundred (500) shares of common stock, no par value per share, of which five hundred (500) shares are now issued and outstanding.

C. The Parent is a corporation duly organized, validly existing and in good standing under the laws of the State of Delaware and has an authorized capital stock of twenty billion (20,000,000,000) shares of common stock, par value \$0.0000001 per share, of which 783,667,072 shares pre-split and 78,366,707 post-split are now issued and outstanding. The Company enacted a reverse split of 1 share for every 10 shares owned on June 17, 2005.

D. The respective Boards of Directors of each Constituent Corporation, each acting by unanimous written consent in lieu of a meeting, have approved and adopted this Agreement and Plan of Merger and deem it desirable that the Subsidiary be merged with and into the Parent in accordance with the Delaware General Corporation Law and the Florida Business Corporation Act, respectively, as well as in accordance with the parties' respective corporate charters and Bylaws.

E. The respective Boards of Directors of each Constituent Corporation desire that the merger provided for herein be a tax-free reorganization pursuant to Section 368(a) of the Internal Revenue Code of 1986, as amended.

NOW, THEREFORE, in consideration of the mutual covenants, agreements and provisions hereinafter contained, the Constituent Corporations do hereby prescribe the terms and conditions of said merger and mode of carrying the same into effect as follows:

1. The Parent hereby merges into itself the Subsidiary, and the Subsidiary is hereby merged into the Parent. The Parent shall be the surviving corporation and the name of the surviving corporation shall be "Capital Solutions I, Inc."

2. The Certificate of Incorporation of the Parent, as in effect on the date of the merger provided for in this Agreement and Plan of Merger, shall continue in full force and effect as the Certificate of Incorporation of the surviving corporation. The surviving corporation shall be governed by the laws of the State of Delaware and shall have as its purpose the continuation of the business conducted heretofore by the Parent.

3. The manner of converting the outstanding shares of the capital stock of each of the Constituent Corporations into the shares or other securities of the surviving corporation shall be as follows:

(a) Each share of the Subsidiary's capital stock that is issued and outstanding immediately prior to the date on which the merger of the Subsidiary into the Parent shall become effective shall, by virtue of the merger and without further action, cease to exist and all certificates representing such shares shall be cancelled.

(b) Each share of the Subsidiary's capital stock issued and outstanding and each share of the Subsidiary's capital stock held in the treasury of the Subsidiary on the date on which the merger of the Subsidiary into the Parent shall become effective shall, by virtue of the merger and without further action, cease to exist and shall be converted into one (1) share of the Parent's capital stock identical with that share being exchanged.

(c) After the effective date of the merger, each holder of an outstanding certificate representing shares of the Subsidiary's capital stock shall surrender the same to the Parent and each holder shall be entitled upon such surrender to receive a new certificate or certificates for the number of shares of the Parent's capital stock to which such holder shall have become entitled on the basis provided herein. Until so surrendered, the outstanding shares of the capital stock of the Subsidiary to be converted into the capital stock of the Parent as provided herein shall be treated by the Parent for all corporate purposes as evidencing the ownership of shares of the Parent as though said surrender and exchange had taken place.

4. The terms and conditions of the merger are as follows:

(a) The Bylaws of the Parent as they shall exist on the effective date of the merger shall be and remain the By-laws of the surviving corporation until the same shall be altered, amended or repealed as therein provided.

(b) The directors and officers of the Parent as of the effective date of the merger shall be the directors and officers of the surviving corporation and shall continue in office until the shareholders of the Parent shall elect and qualify successor di-

rectors.

(c) The merger shall become effective upon filing of Certificate of Merger with the Secretary of State of the State of Delaware pursuant to the Delaware General Corporate Law and with the Secretary of State of the State of Florida pursuant to the Florida Business Corporation Act.

(d) Upon the effective date of the merger, all property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the Subsidiary shall be transferred to, vested in and devolved upon the Parent without further act or deed and all property, rights and every other interest of the Parent and the Subsidiary shall be as effectively the property of the Parent as they were of the Parent and the Subsidiary, respectively. All rights of creditors of the Subsidiary shall be preserved unimpaired, and all debts, liabilities and duties of the Parent shall attach to the Subsidiary and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it. At any time, or from time to time, after the effective date of the merger, the last acting officers of the Subsidiary, or the corresponding officers of the Parent, may, in the name of the Subsidiary, execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the Parent may deem necessary or desirable in order to vest in the Parent title to and possession of any property of the Subsidiary acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intents and purposes hereof, and the proper officers and directors of the Parent Company are fully authorized in the name of the Subsidiary or otherwise to take any and all such action.

(e) The Parent hereby agrees that it may be served with process in the State of Delaware in any proceeding for the enforcement of any obligations of the Subsidiary and in any proceeding for the enforcement of the rights of a dissenting shareholder of the Subsidiary pursuant to the Florida Business Corporation Act.

5. Anything herein or elsewhere to the contrary notwithstanding, this Agreement and Plan of Merger may be terminated and abandoned by the Boards of Directors of the Constituent Corporations at any time prior to the date that the requisite Certificate of Merger are filed in the offices of the Secretary of State of Delaware and the Secretary of State of Florida, provided that an amendment made subsequent to the approval of this Agreement and Plan of Merger by the shareholders of either Constituent Corporation shall not (1) alter or change the amount or kind of

shares, securities, cash, property and/or rights to be received in exchange for or on conversion of all or any of the shares of any class or series thereof of such Constituent Corporation, (2) alter or change any term of the Certificate of Incorporation of the surviving corporation to be effected by the merger or (3) alter or change any of the terms and conditions of this Agreement and Plan of Merger if such alteration or change would adversely affect the holders of any class or series thereof of such Constituent Corporation.

6. This Agreement and Plan of Merger and the legal relations between the parties hereto shall be governed by and construed in accordance with the laws of the State of Delaware.

7. Each of the Subsidiary and the Parent agrees to execute and deliver such other documents, certificates, agreements and other writings and to take such other actions as may be necessary or desirable in order to consummate or implement the transactions contemplated by this Agreement and Plan of Merger.

Continue to next page

IN WITNESS WHEREOF, the parties to this Agreement and Plan of Merger, pursuant to the approval and authority duly given by resolutions adopted by their respective Boards of Directors, have caused this document to be executed by the President and attested to by the Vice President of each party hereto as the respective act, deed and agreement of each of said corporations, as of the date first above written.

CAPITAL SOLUTIONS 1, INC.

By: _____

Name: _____

Title: _____

BEDROCK HOLDINGS CORPORATION

By: _____

Name: _____

Title: _____