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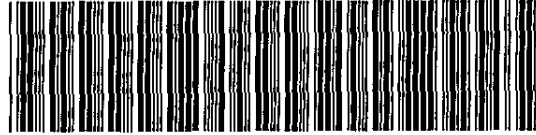
(Business Entity Name)

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**CORPORATE
ACCESS,
INC.**

236 East 6th Avenue Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 Fax (850) 222-1666

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Merger

1.) *Sunrise Bay Realty, Corp.*
(CORPORATE NAME & DOCUMENT #)

2.)
(CORPORATE NAME & DOCUMENT #)

3.)
(CORPORATE NAME & DOCUMENT #)

4.)
(CORPORATE NAME & DOCUMENT #)

5.)
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

Articles and Plan of Merger

Merger of SUNRISE BAY REALTY, CORP. into EFC HOLDINGS, INC. The undersigned corporations, in accordance with the Florida Business Corporation Act, pursuant to sections 607.1105, and 607.1101, hereby adopt the following Articles and Plan of Merger:

ARTICLE 1. The parties hereto agree to effect this Merger.

ARTICLE 2. The corporation to survive the Merger is EFC HOLDINGS, INC., a Florida corporation, which shall continue under the same name.

ARTICLE 3. The parties to these Articles and Plan of Merger are SUNRISE BAY REALTY, CORP. (hereinafter "SUNRISE") and EFC HOLDINGS, INC. (hereinafter "EFC"), both incorporated in the State of Florida.

ARTICLE 4. No amendment to the charter of the surviving corporation is to be effected as part of the Merger.

ARTICLE 5. The total number of shares of stock of all classes which the parties hereto have authority to issue is as follows:

Corporation	Number of Shares	
	Class of Stock	Authorized
SUNRISE	Common (1.00 par value)	1000
EFC	Common (.01 par value)	4000

ARTICLE 6. The shares of stock of SUNRISE will be surrendered and cancelled simultaneously with the transfer of its assets and liabilities to EFC, as both SUNRISE and EFC are owned by the same stockholder. Shares of EFC Common Stock (.01 par value) outstanding at the date of this Merger shall not be converted or exchanged but shall remain outstanding as shares of Common Stock of the surviving corporation.

ARTICLE 7. The principal offices of SUNRISE and EFC are located in Miami, Florida.

ARTICLE 8. These Articles and Plan of Merger were duly adopted and approved by the boards of directors and stockholders of SUNRISE and EFC, respectively, in each case by Written Consent of all directors and all Stockholders in lieu of a Special Joint Meeting dated December 9, 2004, in the manner and by the vote required by the laws of Florida.

ARTICLE 9. The Plan of Merger is as follows:

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9.1. The Articles of Incorporation of EFC, as in effect on the effective date of the Merger, shall continue in full force and effect as the Articles of Incorporation of EFC and shall not be changed or amended by the Merger.

9.2. EFC reserves the right and power, after the effective date of the Merger, to alter, amend, change, or repeal any of the provisions contained in its Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred on officers, directors, or stockholders herein are subject to this reservation.


9.3. The Bylaws of EFC, as such Bylaws exist on the effective date of the Merger, shall remain and be the Bylaws of EFC until altered, amended, or repealed, or until new Bylaws shall be adopted in accordance with the provisions thereof, the Article of Incorporation, or in the manner permitted by the applicable provisions of law.

9.4. The directors of EFC as of the effective date of the Merger shall continue in office until the next Annual Meeting of the stockholders of EFC. The officers of EFC as of the effective date of the Merger shall continue in office after the effective date of the Merger and until the next Annual Meeting of the board of directors of EFC:

9.5. All shares issued and outstanding of SUNRISE shall be surrendered and cancelled simultaneously with the transfer of its assets and liabilities to EFC. As both SUNRISE and EFC are owned by the same stockholder, no additional shares of stock shall be issued in exchange by EFC. All shares of EFC common stock (with .01 par value) outstanding at the date of this Merger shall not be converted or exchanged but shall remain outstanding as shares of Common Stock (with .01 par value) of the surviving corporation. On the effective date of the Merger, the separate existence of SUNRISE shall cease (except to the extent continued by statute), and all of its property, rights, privileges, and franchises, of whatsoever nature and description, shall be transferred to, vest in, and devolve upon the surviving corporation.

9.6. The effective date of the Merger shall be the date when these Articles and Plan of Merger are filed with the Florida Department of State.

SUNRISE BAY REALTY, CORP.

By 
Suzanne Perez
Title Director

EFC HOLDINGS, INC

By *[Signature]*
SUZANNE PEREZ

Title Director