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MERGER OR SHARE EXCHANGE

Cardinal Holdings, Inc.

Certificate of Status	0
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**ARTICLES AND PLAN OF MERGER
OF
ERINHILL MANAGEMENT COMPANY, LTD., a Bermuda exempted company
AND
CARDINAL HOLDINGS, INC., a Florida corporation**

The undersigned entities hereby submit these Articles and Plan of Merger pursuant to Sections 607.1105 and 607.1107 of the Florida Business Corporation Act (the "Act"), and certify that:

1. Erinhill Management company, Ltd., a Bermuda exempted company ("Erinhill") shall be merged with and into Cardinal Holdings, Inc., a Florida corporation ("Cardinal") and Cardinal shall be the surviving entity.

2. The Plan of Merger (as hereinafter defined) pursuant to which Erinhill shall be merged with and into Cardinal (the "Merger"), was approved by the shareholders of Erinhill and Cardinal in accordance with the applicable provisions of the Act and applicable Bermuda law.

3. The Merger shall become effective on the date these Articles and Plan of Merger have been accepted for filing by the Secretary of State of the State of Florida.

4. The Merger shall be carried out in accordance with the plan of merger set forth below (the "Plan of Merger").

PLAN OF MERGER

Section 1. The Parties.

(a) Erinhill shall be merged with and into Cardinal, and Cardinal shall be the surviving entity of the Merger.

(b) Erinhill was incorporated under the laws of Bermuda pursuant to The Companies Act 1981 of Bermuda, as amended (the "Bermuda Act") on March 17, 1995.

(c) The Articles of Incorporation of Cardinal were filed with the Florida Department of State on February 5, 1992.

Section 2 Terms and Conditions of Merger.

(a) The Merger shall become effective on December 31, 2007 at 12:00 p.m. Eastern Standard Time (the "Effective Date").

(b) As of the Effective Date, Erinhill will be merged into and with Cardinal, and Cardinal shall be the surviving entity of the Merger and will continue to exist under its present name pursuant to the provisions of the Act. Further, as of the Effective Date, Erinhill shall cease to have a separate legal existence in accordance with the provisions of the Act and applicable Bermuda law.

(c) From and after the Effective Date, the Articles of Incorporation of Cardinal, as in effect immediately prior to the Effective Date, shall remain in effect and shall be the Articles of Incorporation of Cardinal as the surviving entity of the Merger, subject to such further amendments as are permitted by the Act.

(d) From and after the Effective Date, the Bylaws of Cardinal, as in effect immediately prior to the Effective Date shall remain in effect and be the Bylaws of Cardinal as the surviving entity of the Merger, subject to such further amendments as are permitted by their terms and the Act.

(e) From and after the Effective Date, the Directors and Officers of Cardinal as appointed immediately prior to the Effective Date of the Merger shall be the Board of Directors and the Officers of Cardinal as the surviving entity of the Merger, all of whom shall hold their respective positions as Directors and Officers until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Bylaws of Cardinal or the Act. The Directors and Officers of Cardinal as the surviving entity shall be the persons whose names and addresses are set out in Schedule I to this Agreement, who shall hold office subject to the Bylaws of the Cardinal as the surviving entity.

Section 3. Manner and Basis of Converting Shares.

(a) Immediately preceding the merger, there were 12,000 shares (the "Erinhill Shares") issued and outstanding in Erinhill.

(b) The basis for the conversion of the Erinhill Shares is that the Erinhill Shares shall be exchanged for 100 shares of the capital stock of Cardinal (the "Cardinal Shares"), which shall be issued and delivered to the sole shareholder of Erinhill as complete consideration for and cancellation of the Erinhill Shares.

(c) From and after the Effective Date of the Merger, without any further action on the part of any party, all previously issued and outstanding shares of stock of Erinhill shall, by virtue of the Merger and without any action on the part of Cardinal or Erinhill or any holder thereof, be cancelled.

(d) The Plan of Merger, including the basis and manner of conversion of the stock of Erinhill was unanimously approved by the shareholders and Board of Directors of each of Erinhill and Cardinal.

Section 4. Required Actions.

(a) Immediately following the adoption and implementation of this Plan of Merger, Erinhill will:

(i) Procure that the statutory declaration required by s 104B(2)(a) of the Bermuda Act is duly sworn by one of its directors;

(ii) Procure that the deed poll (in the agreed form) required pursuant to s. 104B(2)(b) of the Bermuda Act is executed by it and its directors;

(iii) Deliver to Cardinal a copy of the advertisement (in agreed form) placed by it in the Royal Gazette in Bermuda as required by s. 104(2)(e)(f) of the Bermuda Act; and

(iv) Deliver to Cardinal a copy of the resolution of its shareholders approving this Plan of Merger;

(b) Forthwith following the exchange of this Plan of Merger, Erinhill will:

(i) Deliver to Cardinal a copy of the advertisement (in agreed form) placed by it in the Miami Herald in Florida as required by s. 104B(2)(e)(ii) of the Bermuda Act;

(ii) File the Plan of Merger with the Secretary of State of the State of Florida

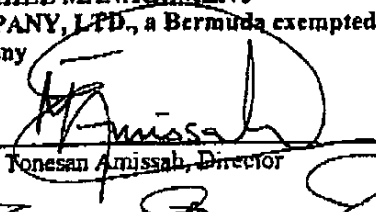
(c) Upon delivery by Cardinal of the Plan of Merger and immediately following the acceptance by the Secretary of State of Florida, Erinhill will deliver to the Registrar of Companies in Bermuda a notice of amalgamation (in the agreed form) for the purposes of s. 104C(1) of the Bermuda Act, together with the documents referred to as enclosed with that notice.


(d) The amalgamating companies will ensure that, within 30 days after the date of its issue, there is delivered to the Registrar of Companies in Bermuda a certified copy of the Certificate of Merger as filed with the Secretary of State of Florida

Section 5. Governing Law This Plan of Merger shall be governed by, and construed in accordance with, the laws of the State of Florida without regard to conflicts of laws principles thereunder.

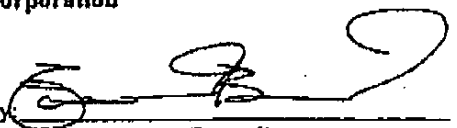
IN WITNESS WHEREOF, these Articles and Plan of Merger have been duly executed by Erinhill and Cardinal on this 31 day of December, 2007

ERINHILL MANAGEMENT
COMPANY, LTD., a Bermuda exempted
company

By: 
Tonesan Amisshah, Director

By: 
Facundo L. Bacardi, Director

CARDINAL HOLDINGS, INC., a Florida
Corporation

By: 
Name: Facundo L. Bacardi
Title: President

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SCHEDULE 1

BOARD OF DIRECTORS OF CARDINAL
(as the surviving entity of the Merger)

NAME

ADDRESS

Facundo L. Bacardi

2665 S. Bayshore Dr., Suite 601, Coconut
Grove, Florida 33133

Catherine H. Lorie

2665 S. Bayshore Dr., Suite 601, Coconut
Grove, Florida 33133