

STATEMENT OF MERGER

MERGING

BACKWATER REPTILES, INC.,

A California corporation,

WITH AND INTO

BACKWATER REPTILES, INC.,

an Idaho corporation

*Pursuant to Chapter 22, Part 2, Title 30 of the
Idaho Model Entity Transactions Act*

BACKWATER REPTILES, INC., a California corporation ("**Backwater Reptiles CA**"), and BACKWATER REPTILES, INC., an Idaho corporation ("**Backwater Reptiles ID**"), DO HEREBY CERTIFY as follows:

1. The constituent entities in the conversion (the "**Merger**") are Backwater Reptiles CA, with its principal place of business at 4221 Duluth Ave, Suite A, Rocklin, California 95765, and Backwater Reptiles ID, with its principal place of business at 1424 Lauren Lane, Suite 101, Caldwell, Idaho 83605.
2. A plan of merger (the "**Plan of Merger**") has been duly authorized and approved by the Shareholders and Board of Directors of Backwater Reptiles CA and Backwater Reptiles ID in accordance with Chapter 22, Part 2, Title 30 of the Idaho Model Entity Transactions Act ("**IETA**").
3. Pursuant to the Plan of Merger and in accordance with and as permitted by the laws of the State of California and the IETA, Backwater Reptiles CA is being merged with and into Backwater Reptiles ID, with Backwater Reptiles ID being the surviving corporation in the Merger (the "**Surviving Entity**") and Backwater Reptiles CA being the disappearing corporation (the "**Disappearing Entity**").
4. The address of the Surviving Entity where copies of process may be sent by the Idaho Secretary of State is 1424 Lauren Lane, Suite 101, Caldwell, Idaho 83605.
5. The Merger is effective as of the date and time of filing with the Idaho Secretary of State (the "**Effective Time**"), as permitted by Section 30-22-205 of the IETA.

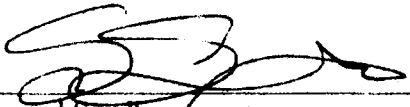
6. No changes are to be made to the Articles of Organization of the Surviving Entity.


7. This Statement of Merger may be executed in any number of counterparts, each of which will be deemed to be an original, and all of which constitute one and the same document. Delivery of an executed counterpart signature page by facsimile, electronic mail, or by any other electronic means intended to preserve the original graphic and pictorial appearance of a document, has the same effect as delivery of an executed original.

IN WITNESS WHEREOF, Backwater Reptiles CA and Backwater Reptiles ID have caused this Statement of Merger to be executed by their authorized officers and directors.


By my signature below, I certify under penalty of perjury under the laws of the State of Idaho and the State of California that the foregoing is true and correct of my own knowledge. I declare I am the person who executed this instrument, which execution is my act and deed.


BACKWATER REPTILES, INC.,
a California corporation:

By: 
Name: Samuel Sundberg
Its: President/CEO and Chairman of the
Board of Directors

By: 
Name: Kia Sundberg
Its: Secretary

BACKWATER REPTILES, INC.,
an Idaho corporation:

By: 
Name: Samuel Sundberg
Its: President/CEO and Chairman of the
Board of Directors

By: 
Name: Kia Sundberg
Its: Secretary