

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	05/31/2007

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Natural Resource Group, Inc.		05/23/2007	CORPORATION: MINNESOTA

**RECEIVING PARTY DATA**

Name:	Natural Resource Group, LLC
Street Address:	80 South 8th Street
City:	Minneapolis
State/Country:	MINNESOTA
Postal Code:	55402
Entity Type:	LIMITED LIABILITY COMPANY: NEVADA

**PROPERTY NUMBERS Total: 3**

Property Type	Number	Word Mark
Registration Number:	2240011	NATURAL RESOURCE GROUP, INC.
Registration Number:	2230886	NRG
Registration Number:	2238990	NRG NATURAL RESOURCE GROUP, INC.

**CORRESPONDENCE DATA**

Fax Number: (612)492-7077  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 612-492-7000  
 Email: plarson@fredlaw.com  
 Correspondent Name: Thomas McMasters  
 Address Line 1: 200 South Sixth Street  
 Address Line 2: Suite 4000  
 Address Line 4: Minneapolis, MINNESOTA 55402-1425

ATTORNEY DOCKET NUMBER:	30761.0023
-------------------------	------------

OP \$90.00 2240011

NAME OF SUBMITTER:	Patricia A. Larson
Signature:	/Patricia A. Larson/
Date:	06/01/2007

**Total Attachments: 17**

source=NRGMerger053107#page1.tif  
source=NRGMerger053107#page2.tif  
source=NRGMerger053107#page3.tif  
source=NRGMerger053107#page4.tif  
source=NRGMerger053107#page5.tif  
source=NRGMerger053107#page6.tif  
source=NRGMerger053107#page7.tif  
source=NRGMerger053107#page8.tif  
source=NRGMerger053107#page9.tif  
source=NRGMerger053107#page10.tif  
source=NRGMerger053107#page11.tif  
source=NRGMerger053107#page12.tif  
source=NRGMerger053107#page13.tif  
source=NRGMerger053107#page14.tif  
source=NRGMerger053107#page15.tif  
source=NRGMerger053107#page16.tif  
source=NRGMerger053107#page17.tif

STATE OF NEVADA

ROSS MILLER  
Secretary of State



SCOTT W. ANDERSON  
Deputy Secretary  
for Commercial Recordings

OFFICE OF THE  
SECRETARY OF STATE

Certified Copy

May 31, 2007

Job Number: C20070531-0613  
Reference Number: 00001369792-87  
Expedite:  
Through Date:

The undersigned filing officer hereby certifies that the attached copies are true and exact copies of all requested statements and related subsequent documentation filed with the Secretary of State's Office, Commercial Recordings Division listed on the attached report.

Document Number(s)	Description	Number of Pages
20070373786-43	Merge In	9 Pages/3 Copies



Respectfully,

ROSS MILLER  
Secretary of State

By

Certification Clerk

Commercial Recording Division  
202 N. Carson Street  
Carson City, Nevada 89701-4069  
Telephone (775) 684-5708  
Fax (775) 684-7138

TRADEMARK

REEL: 003553 FRAME: 0394



ROSS MILLER  
Secretary of State  
204 North Carson Street, Ste 3  
Carson City, Nevada 89701-4288  
(775) 884-3700  
Website: secretaryofstate.nv.gov

Filed in the office of  Ross Miller Secretary of State State of Nevada	Document Number <b>20070373786-43</b>
	Filing Date and Time <b>05/31/2007 8:30 AM</b>
	Entity Number <b>E0206272007-0</b>

**Articles of Merger**  
(PURSUANT TO NRS 92A.200)  
**Page 1**

USE BLANKS ONLY - DO NOT SIGN/INITIAL

ABOVE SPACES FOR OFFICE USE ONLY

(Pursuant to Nevada Revised Statutes Chapter 92A)  
(excluding 92A.200(4b))

1) Name and jurisdiction of organization of each constituent entity (NRS 92A.200). If there are more than four merging entities, check box  and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity.

Natural Resource Group, Inc.

Name of merging entity

Idaho

corporation

Jurisdiction

Entity type \*

Name of merging entity

Jurisdiction

Entity type \*

Name of merging entity

Jurisdiction

Entity type \*

Name of merging entity

Jurisdiction

Entity type \*

and,

Natural Resource Group, LLC

Name of surviving entity

Nevada

limited liability company

Jurisdiction

Entity type \*

\* Corporation, non-profit corporation, limited partnership, limited liability company or business trust.

Filing Fee: \$390.00

This form must be accompanied by appropriate fees.

Nevada Secretary of State AM Merge Page 1/2007  
Revised 05/01/07



ROSS MILLER  
Secretary of State  
204 North Carson Street, Ste 1  
Carson City, Nevada 89701-4289  
(775) 684-5704  
Website: [www.state.nv.gov](http://www.state.nv.gov)

**Articles of Merger**  
(PURSUANT TO NRS 92A.200)  
**Page 2**

USE SLANT PENCIL - DO NOT FOLD HERE

LEAVE SPACE FOR OFFICIALS ONLY

2) Forwarding address where copies of process may be sent by the Secretary of State of Nevada (if a foreign entity is the survivor in the merger - NRS 92A.180):

Attn: \_\_\_\_\_

City: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

3) (Choose one)

The undersigned declares that a plan of merger has been adopted by each constituent entity (NRS 92A.200).

The undersigned declares that a plan of merger has been adopted by the parent domestic entity (NRS 92A.180)

4) Owner's approval (NRS 92A.200) (options a, b, or c must be used, as applicable, for each entity) (if there are more than four merging entities, check box  and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity):

(a) Owner's approval was not required from

\_\_\_\_\_

Name of merging entity, if applicable

\_\_\_\_\_

Name of merging entity, if applicable

\_\_\_\_\_

Name of merging entity, if applicable

\_\_\_\_\_

Name of merging entity, if applicable

and, on \_\_\_\_\_

\_\_\_\_\_

Name of surviving entity, if applicable

This form must be accompanied by appropriate fees.

Nevada Secretary of State All Mergers Filed 5/31/07  
No. 003553-0396



ROSE MILLER  
Secretary of State  
254 North Carson Street, Ste 1  
Carson City, Nevada 89703-0280  
(775) 884-6708  
Website: secretaryofstate.nv

**Articles of Merger**  
(PURSUANT TO NRS 92A.200)  
**Page 3**

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICIAL USE ONLY

(a) The plan was approved by the required consent of the owners of:

Natural Resource Group, Inc.
Name of merging entity, if applicable
Name of merging entity, if applicable
Name of merging entity, if applicable
Name of merging entity, if applicable

and, or,

Natural Resource Group, LLC
Name of surviving entity, if applicable

\* Unless otherwise provided in the certificate of trust or governing instrument of a business trust, a merger must be approved by all the trustees and beneficial owners of each business trust that is a constituent entity in the merger.

This form must be accompanied by appropriate fees.

Nevada Secretary of State AM Merger Page 2 of 07  
Revised on 03/07

TRADEMARK

REEL: 003553 FRAME: 0397



ROSE MILLER  
Secretary of State  
200 North Carson Street, Ste 1  
Carson City, Nevada 89701-4900  
(775) 674-5708  
Website: secretaryofstate.nv

**Articles of Merger**  
(PURSUANT TO NRS 92A.200)  
**Page 4**

UNLAWFUL TO REPRODUCE - DO NOT REPRODUCE

ALSO SEE STATE OF NEVADA WEBSITE

(C) Approval of plan of merger for Nevada non-profit corporation (NRS 92A.150):

The plan of merger has been approved by the directors of the corporation and by each public officer or other person whose approval of the plan of merger is required by the articles of incorporation of the domestic corporation.

\_\_\_\_\_

Name of merging entity, if applicable

\_\_\_\_\_

Name of merging entity, if applicable

\_\_\_\_\_

Name of merging entity, if applicable

\_\_\_\_\_

Name of merging entity, if applicable

and, or:

\_\_\_\_\_

Name of surviving entity, if applicable

This form must be accompanied by appropriate fees.

Nevada Secretary of State AM Merger Page 4 2007  
Revised 01/01/07



ROSS MILLER  
Secretary of State  
201 North Carson Street, Ste 1  
Carson City, Nevada 89701-4229  
(775) 684-6704  
Website: secretaryofstate.biz

**Articles of Merger**  
(PURSUANT TO NRS 92A.200)  
**Page 5**

USE BLACK INK ONLY - NO HOT PENCILS!

LEAVE SPACE IN FOR OFFICE USE ONLY

6) Amendments, if any, to the articles or certificate of the surviving entity. Provide article numbers, if available. (NRS 92A.200)

[Empty rectangular box for amendments]

6) Location of Plan of Merger (check a or b):

(a) The entire plan of merger is attached;

or

(b) The entire plan of merger is on file at the registered office of the surviving corporation, limited liability company or business trust, or at this records office address if a limited partnership, or other place of business of the surviving entity. (NRS 92A.200)

7) Effective date (optional)\*\*:

\*\* Amended and restated articles may be attached as an exhibit or integrated into the articles of merger. Please enclose them "Restated" or "Amended and Restated," accordingly. The form to accompany restated articles prescribed by the secretary of state must accompany the amended and/or restated articles. Pursuant to NRS 92A.185 (merger of subsidiary into parent - Nevada parent owning 80% or more of subsidiary), the articles of merger may not contain amendments to the constituent documents of the surviving entity except that the name of the surviving entity may be changed.

\*\* A merger takes effect upon filing the articles of merger or upon a later date as specified in the articles, which must not be more than 90 days after the articles are filed (NRS 92A.240).

This form must be accompanied by appropriate fees.

Nevada Secretary of State AM Merger Page 5.2007  
Revised on 01/10/07





ROSS MILLER  
Secretary of State  
204 North Carson Street, Ste 1  
Carson City, Nevada 89701-4208  
(775) 684-6708  
Website: secretaryofstate.nv.gov

**Articles of Merger**  
(PURSUANT TO NRS 92A.200)  
Page 6

USE BLACK INK ONLY - DO NOT INDENT

ABOVE SPACE IS FOR OFFICE USE ONLY

(i) Signatures - Must be signed by: An officer of each Nevada corporation; All general partners of each Nevada limited partnership; All general partners of each Nevada limited partnership; A manager of each Nevada limited liability company with managers or all the members if there are no managers; A trustee of each Nevada business trust. (NRS 92A.250) If there are more than four merging entities, check box  and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity.

Natural Resource Group, Inc.

Name of merging entity

X *C. Conley*  
Signature

Chief Executive Officer  
Title

5/23/07  
Date

Name of merging entity

X

Signature

Title

Date

Name of merging entity

X

Signature

Title

Date

Name of merging entity

X

Signature

Title

Date

Natural Resource Group, LLC

Name of surviving entity

X *C. Conley*  
Signature

Chief Executive Officer  
Title

6/23/07  
Date

\*The articles of merger must be signed by each foreign constituent entity in the manner provided by the law governing it (NRS 92A.250). Additional signature blocks may be added to this page or as an attachment, as needed.

IMPORTANT: Failure to include any of the above information and submit the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees.

Nevada Secretary of State All Merger Page 6 2007  
Revised 04/01/2007

**ATTACHMENT TO ARTICLES OF MERGER**

The Merger shall become effective on the later of (1) the date on which the Articles of Merger have been filed with the Minnesota Secretary of State and (2) the date on which the Articles of Merger have been filed with the Nevada Secretary of State

4197354\_12006

**PLAN OF MERGER  
OF  
NATURAL RESOURCE GROUP, INC.  
a Minnesota corporation,  
WITH AND INTO  
NATURAL RESOURCE GROUP, LLC  
a Nevada limited liability company**

This Plan of Merger ("Plan of Merger") is entered into by Natural Resource Group, Inc., a Minnesota corporation, and Natural Resource Group, LLC, a Nevada limited liability company, effective as of the date set forth in Section 2.1 below.

**ARTICLE 1.  
MERGER OF COMPANIES**

1.1) **Constituent Companies.** The names and addresses of the constituent companies are Natural Resource Group, LLC, a Nevada limited liability company ("Survivor LLC"), 80 South 8<sup>th</sup> Street, Suite 1000, Minneapolis, MN 55402, and Natural Resource Group, Inc., a Minnesota corporation (the "Corporation"), 80 South 8<sup>th</sup> Street, Suite 1000, Minneapolis, MN 55402. Survivor LLC and the Corporation are both wholly-owned subsidiaries of NRG Holdings, Inc., a Minnesota corporation. The constituent companies shall be combined by the merger of the Corporation with and into Survivor LLC, with Survivor LLC as the surviving company (the "Surviving Company"), pursuant to the applicable provisions of the Nevada Limited Liability Company Act (the "NLCA") and the Minnesota Business Corporation Act (the "MBCA") (the "Merger").

1.2) **Name of Surviving Company.** The name of the Surviving Company shall remain Natural Resource Group, LLC.

**ARTICLE 2.  
MEANS OF EFFECTING REORGANIZATION AND  
MERGER AND CONVERTING OWNERSHIP INTEREST**

2.1) **The Merger.** The Merger shall become effective on the later of (i) the date on which the Articles of Merger have been filed with the Minnesota Secretary of State and (ii) the date on which the Articles of Merger have been filed with the Nevada Secretary of State (the "Effective Time"). At the Effective Time, the Corporation shall be merged with and into Survivor LLC in accordance with the provisions of the NLCA and the MBCA, whereupon the separate company existence of the Corporation shall cease, and Survivor LLC shall alone continue in existence as the Surviving Company. All transactions after the Effective Time shall be deemed transactions of and for the account of Survivor LLC as the Surviving Company.

2.2) **Succession.** As of the Effective Time, Surviving Company shall succeed to and possess all rights, privileges, powers, franchises, assets, property, and immunities of both constituent companies. The title to any real property or any interest therein vested by deed or otherwise in either constituent company shall not revert or be in any way impaired by reason of

the Merger. Further provided, all rights of creditors and all liens upon any property of either of the constituent companies shall be preserved unimpaired, limited in lien to the property affected by such liens at the Effective Time, and all debts, liabilities, and duties of either of the constituent companies shall become those of Surviving Company and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by Surviving Company.

2.3) Instrument of Further Assurance. If at any time after the Effective Time, the Surviving Company shall determine or be advised that any instrument of further assurance is needed in order to evidence the vesting in it of the title of any of the constituent companies to any of the property rights of the constituent companies, the appropriate officers and managers of the constituent companies are hereby authorized to execute, acknowledge and deliver all such instruments of further assurance and to do all acts or things, in the name of the constituent companies, as may be required or desirable to carry out the provisions of this Plan of Merger.

2.4) Cancellation and Continued Existence of Ownership Interests.

(a) Cancellation of Shares of the Corporation. Each share of common stock of the Corporation held by the sole shareholder of the Corporation immediately prior to the Effective Time shall, by virtue of the Merger, be cancelled.

(b) Continued Existence of Survivor LLC Membership Interests. Each membership interest of Survivor LLC held by the sole member of Survivor LLC immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the holder thereof, remain in existence.

ARTICLE 3.  
ORGANIZATION OF THE SURVIVING COMPANY

3.1) Articles of Organization of the Surviving Company. The Articles of Organization of the Surviving Company shall be the Articles of Organization of Survivor LLC in effect prior to the Effective Time.

3.2) Limited Liability Company Agreement of the Surviving Company. The Limited Liability Company Agreement of the Surviving Company shall be the Limited Liability Company Agreement of Survivor LLC in effect prior to the Effective Time.

NATURAL RESOURCE GROUP, INC.,  
a Minnesota corporation.

NATURAL RESOURCE GROUP, LLC,  
a Nevada limited liability company

By: Emily C. Groth  
Emily C. Groth, Chief Executive Officer

By: Emily C. Groth  
Emily C. Groth, Chief Executive Officer

STATE OF NEVADA

ROSS MILLER  
Secretary of State



SCOTT W. ANDERSON  
Deputy Secretary  
for Commercial Recordings

OFFICE OF THE  
SECRETARY OF STATE

Certified Copy

May 31, 2007

Job Number: C20070531-0613  
Reference Number:  
Expedite:  
Through Date:

The undersigned filing officer hereby certifies that the attached copies are true and exact copies of all requested statements and related subsequent documentation filed with the Secretary of State's Office, Commercial Recordings Division listed on the attached report.

Document Number(s)	Description	Number of Pages
20070373789-76	Merge Out	6 Pages/1 Copies

Respectfully,

ROSS MILLER  
Secretary of State

By

Certification Clerk



Commercial Recording Division  
202 N. Carson Street  
Carson City, Nevada 89701-4069  
Telephone (775) 684-5708  
Fax (775) 684-7138

TRADEMARK

REEL: 003553 FRAME: 0404



ROSS MILLER  
Secretary of State  
200 North Carson Street, 3rd Fl.  
Carson City, Nevada 89401-2002  
(775) 684-4144  
E-mail: secretary@state.nv.gov

Filed in the office of  Ross Miller Secretary of State State of Nevada	Document Number <b>20070373789-76</b>
	Filing Date and Time <b>05/31/2007 8:30 AM</b>
	Entity Number <b>C28434-2002</b>

**Officer's Statement\***  
(PURSUANT TO NRS 90.030)

DO NOT WRITE IN THESE SPACES

DO NOT WRITE IN THESE SPACES

**Officer's Statement**  
(PURSUANT TO NRS 90.030)

1. Name of corporation (provide modified name (also if filed pursuant to 90.027):

Natural Resources Group, Inc.  
(provide if filed pursuant to 90.027)

Natural Resources Group, Inc.  
(provide if filed pursuant to 90.027)

2. State of incorporation: Nevada

3. Changes reflected by filing of document (check the appropriate space and/or describe under "other"):

- Name
- Stock
- Purpose
- Identification
- Merger (if survivor is qualified to Nevada)
- Other (specify change):

4. Signature of officer making statement (must be signed by an officer of the corporation):

X   
Signature

President  
Title of Officer

\*Submit this form with either a certified copy of or a certificate evidencing the filing of any document(s) statutory or otherwise relating to the original articles in the case of the corporation's creation.

**IMPORTANT:** Failure to include any of the above information and submit the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees.

Form 100 (Rev. 11/01) State of Nevada  
Printed on Recycled Paper

HP-108

DC M

ARTICLES OF MERGER  
OF  
NATURAL RESOURCE GROUP, INC.  
a Minnesota corporation,  
WITH AND INTO  
NATURAL RESOURCE GROUP, LLC  
a Nevada limited liability company.

Pursuant to the provisions of Minnesota Statutes, Section 302A.651 and the Nevada Revised Statutes, Chapter 92A.200, the entities hereinafter named do hereby adopt the following Articles of Merger:

1. The name and jurisdiction of organization of each constituent entity are:

Name of Merging Company	Jurisdiction	Entity Type
Natural Resource Group, Inc. (the "Corporation")	Minnesota	Corporation
Name of Surviving Company	Jurisdiction	Entity Type
Natural Resource Group, LLC ("Survivor LLC")	Nevada	Limited Liability Company

2. The Plan of Merger attached hereto as Exhibit A (the "Plan of Merger") and incorporated herein by reference sets forth the terms and conditions of the merger of the Corporation with and into Survivor LLC (the "Merger").

3. The Plan of Merger has been adopted by the required consent of the Board of Directors and sole shareholder of the Corporation and by the required consent of the Board of Managers and sole member of Survivor LLC, pursuant to Minnesota Statutes, Section 302A, and Nevada Revised Statutes, Chapter 92A.

4. Survivor LLC does hereby agree that it may be served with process in the State of Minnesota in any action, suit or proceeding for the enforcement of any obligation of the Corporation and in the proceeding for the enforcement of the rights of a dissenting shareholder of the Corporation, and does hereby irrevocably appoint the Minnesota Secretary of State as its agent to accept service of process in any such action, suit or proceeding, which service of process may be forwarded to Survivor LLC at 100 IDS Center, 20 South Eighth Street, Minneapolis, MN 55402.

5. Survivor LLC does hereby agree that it will promptly pay to the dissenting shareholders of the Corporation the amount, if any, to which they are entitled under Minnesota Statutes, Section 302A.475.

6. The merger shall become effective on the later of (i) the date on which the Articles of Merger have been filed with the Minnesota Secretary of State and (ii) the date on which the Articles of Merger have been filed with the Nevada Secretary of State.

Executed on this 21~~st~~ day of May, 2007.

NATURAL RESOURCE GROUP, INC.,  
a Minnesota corporation

By: *Emily C. Grofs*  
Emily C. Grofs, Chief Executive Officer

NATURAL RESOURCE GROUP, LLC,  
a Nevada limited liability company

By: *Emily C. Grofs*  
Emily C. Grofs, Chief Executive Officer

419289.1.DOC



**EXHIBIT A**

**PLAN OF MERGER  
OF  
NATURAL RESOURCE GROUP, INC.  
a Minnesota corporation,  
WITH AND INTO  
NATURAL RESOURCE GROUP, LLC  
a Nevada limited liability company**

This Plan of Merger ("Plan of Merger") is entered into by Natural Resource Group, Inc., a Minnesota corporation, and Natural Resource Group, LLC, a Nevada limited liability company, effective as of the date set forth in Section 2.1 below.

**ARTICLE I  
MERGER OF COMPANIES**

1.1) **Constituent Companies.** The names and addresses of the constituent companies are Natural Resource Group, LLC, a Nevada limited liability company ("Survivor LLC"), 80 South 3<sup>rd</sup> Street, Suite 1000, Minneapolis, MN 55402, and Natural Resource Group, Inc., a Minnesota corporation (the "Corporation"), 80 South 3<sup>rd</sup> Street, Suite 1000, Minneapolis, MN 55402. Survivor LLC and the Corporation are both wholly-owned subsidiaries of NRG Holdings, Inc., a Minnesota corporation. The constituent companies shall be combined by the merger of the Corporation with and into Survivor LLC, with Survivor LLC as the surviving company (the "Surviving Company"), pursuant to the applicable provisions of the Nevada Limited Liability Company Act (the "NELCA") and the Minnesota Business Corporation Act (the "MBCA") (the "Merger").

1.2) **Name of Surviving Company.** The name of the Surviving Company shall remain Natural Resource Group, LLC.

**ARTICLE 2  
MEANS OF EFFECTING REORGANIZATION AND  
MERGER AND CONVERTING OWNERSHIP INTEREST**

2.1) **The Merger.** The Merger shall become effective on the later of (i) the date on which the Articles of Merger have been filed with the Minnesota Secretary of State and (ii) the date on which the Articles of Merger have been filed with the Nevada Secretary of State (the "Effective Time"). At the Effective Time, the Corporation shall be merged with and into Survivor LLC in accordance with the provisions of the NELCA and the MBCA, whereupon the separate company existence of the Corporation shall cease, and Survivor LLC shall alone continue in existence as the Surviving Company. All transactions after the Effective Time shall be deemed transactions of and for the account of Survivor LLC as the Surviving Company.

2.2) **Succession.** As of the Effective Time, Surviving Company shall succeed to and possess all rights, privileges, powers, franchises, assets, property, and immunities of both

constituent companies. The title to any real property or any interest therein vested by deed or otherwise in either constituent company shall not revert or be in any way impaired by reason of the Merger. Further provided, all rights of creditors and all liens upon any property of either of the constituent companies shall be preserved unimpaired, limited in fact to the property affected by such liens at the Effective Time, and all debts, liabilities, and duties of either of the constituent companies shall become those of Surviving Company and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by Surviving Company.

2.3) Instruments of Further Assurance. If at any time after the Effective Time, the Surviving Company shall determine or be advised that any instrument of further assurance is needed in order to evidence the vesting in it of the title of any of the constituent companies to any of the property rights of the constituent companies, the appropriate officers and managers of the constituent companies are hereby authorized to execute, acknowledge and deliver all such instruments of further assurance and to do all acts or things, in the name of the constituent company, as may be required or desirable to carry out the provisions of this Plan of Merger.

2.4) Cancellation and Continued Existence of Ownership Interests.

(a) Cancellation of Shares of the Corporation. Each share of common stock of the Corporation held by the sole shareholder of the Corporation immediately prior to the Effective Time shall, by virtue of the Merger, be cancelled.

(b) Continued Existence of Survivor LLC Membership Interests. Each membership interest of Survivor LLC held by the sole member of Survivor LLC immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the holder thereof, remain in existence.

ARTICLE 3.  
ORGANIZATION OF THE SURVIVING COMPANY

3.1) Articles of Organization of the Surviving Company. The Articles of Organization of the Surviving Company shall be the Articles of Organization of Survivor LLC in effect prior to the Effective Time.

3.2) Limited Liability Company Agreement of the Surviving Company. The Limited Liability Company Agreement of the Surviving Company shall be the Limited Liability Company Agreement of Survivor LLC in effect prior to the Effective Time.

NATURAL RESOURCE GROUP, INC.,  
a Minnesota corporation

NATURAL RESOURCE GROUP, LLC  
a Nevada limited liability company

By Emily C. Grothe  
Emily C. Grothe, Chief Executive Officer

By Emily C. Grothe  
Emily C. Grothe, Chief Executive Officer

STATE OF MINNESOTA  
DEPARTMENT OF STATE  
FILED

692250\_1.DOC

MAY 31 2007

Mark H. Hilde  
Secretary of State

STATE OF MISSISSIPPI  
 DEPARTMENT OF STATE  
 I have verified that this is a  
 true and correct copy of the  
 document as filed for record in  
 office.  
 MAY 31 2007  
 Thomas R. Ralston  
 [Signature]