

F 95 DURASOURCE Industries, Inc. 5003

September 20, 1995

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-10/17/95--01070--018
*****70.00 *****70.00

State of Florida
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

W95-20111

RE: Application for **Durasource Industries, Inc.**, to transact business in the state of Florida.

9/10/95

Dear Sir or Madam:

Enclosed is a check for seventy (\$70.00) dollars to pay the filing fee and registered agent designation fee for the Application by Foreign Corporation For Authorization To Transact Business in Florida by Durasource Industries, Inc.

Accompanying the Application by Foreign Corporation For Authorization To Transact Business in Florida by Durasource Industries, Inc., is the certificate of existence by the Secretary of state of incorporation.

Please contact me at the number below with any questions.

Sincerely,



Robert G. Cameron
President & CEO

RGC: mc

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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APPLICATION BY FOREIGN CORPORATION FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 807.1503, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO
TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. DURASOURCE INDUSTRIES, INC.
2. State of Utah for incorporation
(State or country under the law of which incorporated)
3. Incorporated on November 21, 1993, dissolved on June 1,
1995, but reinstated on July 19, 1995.
(Date of incorporation)
4. Perpetual Existence
(Duration)
5. 59-3333960
(Federal Employer Identification number)
6. September, 1, 1995 corporation first transacted
business in Florida
(Date first transacted business in Florida. See
sections 807.1501, 807.1502, and 817.155, F.S.)
7. 4951-B East Adamo Drive, Suite 234, Tampa, Florida
(Current Mailing address)
8. To do any and all acts that any Florida corporation may
engage
(Corporate purpose and nature of business in which it is
engaged in Florida)
9. Names and addresses of officers and directors:
A. Directors
 1. Director: D. Lynn Dearing
Address: 4951-B East Adamo Drive, Suite 234
Tampa, Florida 33605
 2. Director: Robert G. Cameron
Address: 4951-B East Adamo Drive, Suite 234
Tampa, Florida 33605
 3. Director: Paul L. Marshall
Address: 4951-B East Adamo Drive, Suite 234
Tampa, Florida 33605

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DIVISION OF STATE
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B. Officers

1. President: **Robert G. Cameron**
Address: 4951-B East Adamo Drive, Suite 234
Tampa, Florida 33605
2. Treasurer: **Patrick S. Perkins**
Address: 4951-B East Adamo Drive, Suite 234
Tampa, Florida 33605
3. Secretary: **D. Lynn Dearing**
Address: 4951-B East Adamo Drive, Suite 234
Tampa, Florida 33605
4. Vice President: **Patrick S. Perkins**
of Finance
Address: 4951-B East Adamo Drive, Suite 234
Tampa, Florida 33605
5. Vice President: **D. Lynn Dearing**
Address: 4951-B East Adamo Drive, Suite 234
Tampa, Florida 33605

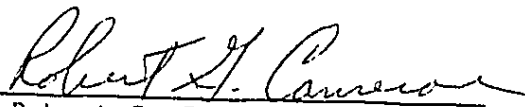
10. Name and Street Address of Florida registered agent:

Name: **Robert G. Cameron**
Address: 4951-B East Adamo Drive, Suite 234
Tampa, Florida 33605

11. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Registered agent's signature:


Robert G. Cameron

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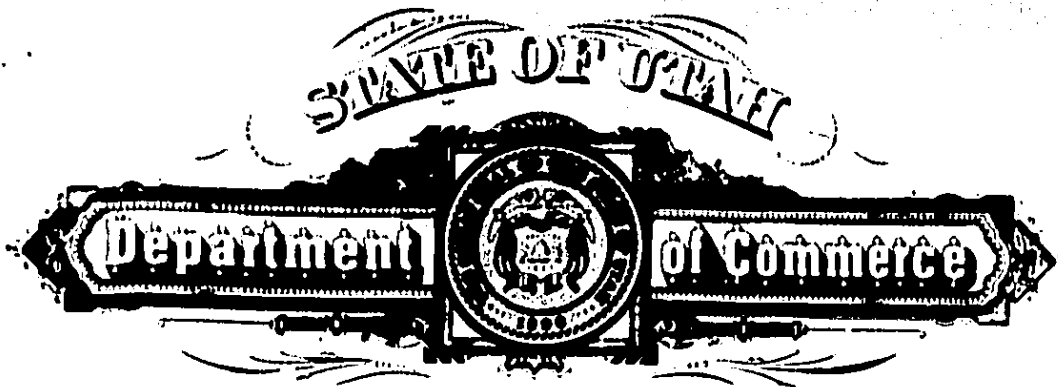
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DIVISION OF CORPORATIONS

12. Attached is a certificate of existence duly authenticated not more than ninety days prior to deliver of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the Jurisdiction under the law of which it is incorporated.

13. Robert G. Cameron
(Signature of officer listed in number 9 of the application)

14. Robert G. Cameron-President (Name and capacity of person signing application)

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DIVISION
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CERTIFICATION OF GOOD STANDING

THE UTAH DIVISION OF CORPORATIONS AND COMMERCIAL
CODE HEREBY CERTIFIES THAT

DURASOURCE INDUSTRIES, INC.

is a Utah corporation and is qualified to transact business in the State of Utah, and that its most recent annual report required by Utah law has been filed, and that Articles of Dissolution have not been filed. A Certificate of Incorporation was issued from this office on *July 19, 1995* and said corporation is in good standing, as appears of record in the offices of the Division.

This certification is not intended to reflect the financial condition, business activity or practices of this corporation.

File Number: *CO 181115*



Dated this 28th day
of September, 19 95.

Korla S. Woods

Korla T. Woods
Director, Division of
Corporations and Commercial Code

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DIVISION OF CORPORATIONS
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DURASOURCE Industries, Inc.

September 20, 1995

State of Florida
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

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RE: Filing of Merger Agreement

Dear Sir or Madam:

Enclosed is a check for Seventy (\$70.00) dollars to pay the filing fee of the enclosed Certificate of Merger and with the Acquisition Agreement. The merger agreement and the attached acquisition agreement reflect that two (2) corporations were involved in the transaction. This filing fee of seventy (\$70.00) dollars represents the cost of thirty-five (\$35.00) dollars for each of the corporations.

If there are any questions, please phone me at the number below.

Sincerely,

Robert G. Cameron
Robert G. Cameron
President & CEO

RGC: mc

Share
Exchange

This document was originally filed in 1995 as a merger. It is a share exchange. Record corrected 1/22/96. - sp

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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to 516827
(Sp)

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VS NOV 3 1995

VS NOV 3 1995

4951-B East Adamo Drive, Suite 234, Tampa, Florida 33605
(813) 247-1322 • FAX (813) 247-1424

Gregory G. Schultz
Attorney at Law
Admitted Florida & Michigan Bars

Cheryl Slaughter
Real Estate Paralegal

SCHULTZ & ASSOCIATES, P.A.

132 10th Avenue North #102

P.O. Box 1685

Safety Harbor, FL 34695

(813) 725-1587

Fax

(813) 725-1491

January 18, 1988

Ms. Susan Payne
(Personal & Confidential)
Division of Corporations
409 East Gaines St.
Tallahassee, FL 32399
Tel. (904) 487-8901

RE: Articles of Stock Share Exchange of Durasource
Industries, Inc., and Tampa Bay Metal Recycling, Inc.

Dear Ms. Payne:

Enclosed are the Articles of Stock Share Exchange that
we discussed today. The enclosure is a signed set.

Thank you for your cooperation and assistance. If you
have any questions, I am at your disposal.

Sincerely,


Gregory G. Schultz



RECEIVED
-3 AM 10:32
FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 17, 1995

ROBERT G. CAMERON
RESOURCE INDUSTRIES, INC.
101 EAST ADAMO DR., SUITE 234
TAMPA, FL 33605

ATTN: Velma
Shepard

TAMPA BAY METAL RECYCLING, INC.
S16827

We have received your document for TAMPA BAY METAL RECYCLING, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The articles of merger must contain the provisions of the plan of merger or the plan of merger must be attached.

The merger or share exchange should be signed by the chairman or vice chairman of the board of directors, the president or any other officer for each corporation involved in the merger or share exchange.

Exhibit A is incorrect as it is not showing the same two corporations as shown in the articles of 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 (904) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 195A00046784

Please send
to Capital
Connection

CORRECTED

when
filed.
TX-
NC.

SCHULTZ & ASSOCIATES, P.A.

17755 U.S. Highway 19 N, Suite 350-A
Clearwater, Florida 34624
(813) 538-9196
FAX (813) 538-9092

Gregory G. Schultz
ATTORNEY AT LAW
Admitted Florida & Michigan Bars
Master of Laws - Taxation

November 2, 1995

Ms. Velma Shepard
Corporate Specialist
Division of Corporations
P.O. Box 8327
Tallahassee, FL. 32314

Dear Ms. Shepard:

Enclosed is a copy your letter dated October 17, 1995. In response to your first paragraph, you inquired that the articles of merger must contain the provisions of the plan of merger or the plan of merger must be attached. In the current case, the plan of merger is attached as Exhibit A to the articles of merger. I believe this resolves this matter.

In your second paragraph you noted the certificate of merger must be signed by the respective presidents of the corporations involved in the mergers. Please note the certificate of merger is duly executed in the desired format.

In your third paragraph, you noted that two corporations in the certificate of merger are not the same two shown in the plan of merger. Please note that pursuant to the plan of merger that at the time of closing, Romarco Resources, Inc., was to change its name to Durasource Industries, Inc. At the time of closing, Romarco Resources, Inc., changed its name to Durasource Industries, Inc. Attached as Exhibit B is a copy of the amendment to the articles of incorporation, reflecting said name change. This accounts for the differences in the names.

Thank you for all your cooperation, and assistance. If you have any other questions, I am at your disposal. I hope we have satisfactorily responded to all your inquires.

Sincerely,


Gregory G. Schultz

ARTICLES OF STOCK SHARE EXCHANGE

1. The name of each constituent corporation is:

Durasource Industries, Inc., formerly known
as Romarco Resources, Inc.

Tampa Bay Metal Recycling, Inc.

2. The name of the parent corporation is:

Durasource Industries, Inc., by a stock exchange
acquiring all the outstanding shares of stock of
Tampa Bay Metal Recycling, Inc.

and the name of the wholly owned subsidiary is:

Tampa Bay Metal Recycling, Inc., that exchanged all of
its outstanding stock for the stock of Durasource
Industries, Inc.

3. That pursuant to Article VIII, of the Acquisition Agreement, that Romarco Resources, Inc., was to change its name to Durasource Industries, Inc., after the effective date of the stock exchange which was in fact done immediately after the stock exchange. See attached Exhibit B for the amendment to the articles of incorporation reflecting such name change.

4. For each of the constituent corporations of the stock exchange the following is stated:

<u>Name of corporation</u>	<u>Number of outstanding shares entitled to vote</u>	<u>Number of shares voted</u>
Durasource Industries, Inc.	4,052,456	majority approved
Tampa Bay Metal Recycling, Inc.	833.3	all approved

4. The manner and basis of exchanging the shares to be acquired as set forth in one plan of exchange:

See attached Acquisition Agreement identified
as Exhibit A and incorporated by reference herein.
After the stock , Tampa Bay Metal Recycling, Inc.,
is the wholly owned subsidiary of the parent
corporation, Durasource Industries, Inc. All the issued

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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

and outstanding stock of Tampa Bay Metal Recycling, Inc., was exchanged and such stock for Tampa Bay Metal Recycling, Inc., was solely owned by the parent corporation, Durasource Industries, Inc.

5. This stock share exchange is permitted by the laws of Utah, the jurisdiction under which Durasource Industries, Inc., is organized and the plan of share exchange was adopted and approved by such corporation pursuant to and in accordance with the laws of that jurisdiction.

6. The plan of stock exchange was approved by the Board of Directors of Durasource Industries, Inc., and the Board of Directors of Tampa Bay Metal Recycling, Inc., and subsequently a majority of the issued and outstanding shares of stock, more than necessary to adopt such resolutions by shareholders, adopted the plan of stock exchange.

7. Durasource Industries, Inc., is the parent corporation, while Tampa Bay Metal Recycling, Inc., is the subsidiary.

Signed this 18 th day of September, 1995, by Durasource Industries, Inc., the parent corporation, and Tampa Bay Metal Recycling, Inc.

Tampa Bay Metal Recycling, Inc.
(subsidiary corporation)


D. Lynn Dearing
President

Durasource Industries, Inc., formerly
known as Romarco Resources, Inc.
(parent corporation)

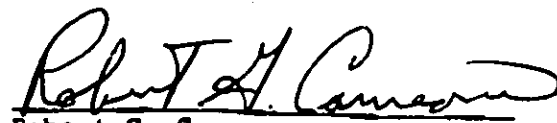

Robert G. Cameron
President and Chief Executive Officer

Exhibit A

ACQUISITION AGREEMENT

Whereas Tampa Bay Metal Recycling, Inc. a corporation which is registered in the State of Florida hereinafter referred to as "RCYC", and Romarco Resources, Inc. a Utah corporation, hereinafter referred to as "RMRC", wish to effect a stock purchase and reorganization; thereupon the said corporations agree as follows:

I

RMRC, is a Utah corporation in good standing with the Secretary of State. It is a public company and is currently trading on the NASD-OTC Bulletin Board. There are no assets or liabilities with regard to said corporation's financial status, and it is therefore commonly referred to as a "public shell". The present capitalization consist of 242,610 free trading shares currently in the ownership among approximately 200 shareholders. Said current shareholder list will be presented to RCYC upon completion of the asset purchase herein. In addition, there are 714,760 restricted shares owned by the Worthington Company (DBA by Paul Parrshall, wholly owned proprietorship entity) and IIS Ltd., a Utah corporation, with 120 shareholders owns 400,000 shares of restricted stock.

II

All of the currently issued and outstanding shares of RCYC shall be transferred into ownership by RMRC. Simultaneously, RMRC shall issue to the current shareholders of RCYC new and additional shares, which shall be restricted, so as to effect a 90% ownership by the current RCYC shareholders of the total shares outstanding of RMRC. Prior to said issuance, the current total number of RMRC shares shall be reverse split by a ratio of 3 to 1. Thereupon, after said merger completion, the following resultant number of shares shall be outstanding:

- A. Current RCYC shareholders shall own a total of 3,600,000 restricted shares;
- B. Worthington Company shall own a total of 238,253 restricted shares;
- C. 200 public stockholders of RMRC shall own a total of 80,870 free trading shares;
- D. IIS Ltd shall own a total of 133,333 restricted shares;
- E. The resulting total outstanding and issued shares shall thereupon be 4,052,456.

RMRC, its past officers or past directors, or shareholders. Upon the completion of this merger, RCYC shall become the property of RMRC, with 90% of RMRC's current outstanding shares becoming owned by RCYC. In the event that within three (3) months of the closing date of this merger, there are any substantial liabilities or claims against RMRC which are discovered by RCYC within said three months time period, thereupon RCYC shall have the right to rescind this agreement and effect a transfer of its assets back to its current shareholders. However, said rescission must be done in good faith and only in the event that said claims or liabilities would have a significant impact upon the continuing operations of RCYC. By way of an example, if a creditor asserts a claim for \$500.00 due to a past debt, and this is the only liability found, Paul Parshall shall have the option to reimburse RCYC to avoid the rescission.

VI

RCYC assumes all liability and responsibility for any and all problems, expenses, litigation, regulatory expenses and actions, in connection with RMRC continued existence and operation, after the date of said merger. Paul Parshall shall not be liable or assume any responsibility for any failure or problems in connection with such matters as stock trading, liquidity, lack of market makers, lack of regulatory permission to issue new stock for consideration, which RCYC and RMRC may or may not be able to complete or comply with in the future.

VII

This agreement is conditioned upon the financial statement and records and business plan information of RCYC being physically mailed or presented to Paul Parshall for his review and approval. Said records shall be presented to Paul Parshall on or before August 21, 1995, and he shall thereupon have 72 hours to approve or disapprove of said material. Said approval is being carried out as part of a "due diligence" review on behalf of the current shareholders of RMRC.

VII

It is contemplated that the name of RMRC, shall be changed to Durasource Industries, Inc., upon the effective date of said merger, and Paul Parshall shall assist with said name change.

JP
10

III

In consideration for the transfer of said 90% controlling interest to RCYC, the cash sum of \$US 100,000 shall be paid by RCYC to the Worthington Company, for consulting fees, with \$50,000 payable, by certified check, upon the signing of this agreement, with the balance due of \$50,000 payable, by certified check, 30 days from this date.

IV

The closing of said merger shall consist of both corporations effecting signed resolutions by the respective Boards of Directors, authorizing said merger, reverse split of shares, and said transfer of shares. Paul Parshall agrees to travel to a mutually agreed on time and place to carry out consulting activities to effect said merger. This shall include the necessary documents to effect any required name changes, obtaining a new CUSIP number, standard and Poore application, printing and issuance of stock certificates, issuing press releases, verifying the minutes, books and records of both corporations, and such other duties as he deems necessary to effect the said merger. Upon the consolidation, all current officers of RMHC shall resign and the new directors of RCYC shall appoint new officers and directors. Parshall shall continue as a Director.

In consideration for Paul Parshall offering the above-mentioned services, which is contemplated to require approximately 3 full days in Florida, RCYC shall pre-pay Paul Parshall's air fare, travel expenses, and all out-of-pocket expenses for food & lodging. However, prior to the said consolidation being effected, RCYC and its current shareholders are requested to obtain independent legal counsel to advise them as to the consequences and liability with regard to said consolidation. Any fees in connection with Paul Parshall's services payable to outside third parties, or regulating agencies, shall be paid by RCYC.

V

RMHC, represents to RCYC that there are no assets or liabilities within said corporation. There is no pending litigation, either civil, criminal or regulatory against RMHC, nor are there any current claims that Paul Parshall has knowledge of that is reasonably expected to lead to such litigation in the future, due to any past deeds or acts of

NND

IX

It is contemplated that the current transfer agent, for RMC shall be changed to Transamerica Securities Inc., an SEC approved transfer agent. RMC agrees to continue to use said transfer agent for a minimum of (2) years. By way of full disclosure, Paul Parrhall is a shareholder and director of said transfer agent. The fees to be charged to effect any stock transfers shall be the usual and customary fees currently being charged by similar transfer agents.


X

In the event that RMC fails to complete this consolidation agreement, unless extended by mutual consent, and RMC is ready, willing and able to complete said consolidation by said date, thereupon the aforesaid \$US 75,000 deposit sum shall be retained by Paul Parrhall as liquidated damages.

XI.

This agreement shall be governed by the laws of Utah, and in the event of any dispute, the parties agree to binding arbitration, pursuant to the rules of the American Arbitration Association, with the prevailing party to be awarded attorney fees and all court costs in the event of any litigation.


Wherefore the parties agree and consent to all above.


Tampa Bay Metal Recycling, Inc.
David Lynn Dearing
Chairman of the Board

Dated

8/29/95

David Lynn Dearing
4951-B East Adam Dr. #234
Tampa, FL 33609
(813) 247-1322 office
(813) 247-1424 fax


Resource Resources, Inc.
Paul L. Parrhall
Chief Executive Officer

Dated

8/29/95

Paul L. Parrhall
115 Park Rd.
Worthington, OH 43235
(614) 898-6200 office
(614) 898-0353 fax



Exhibit B

**CERTIFICATE OF AMENDMENT
to the
ARTICLES of INCORPORATION
of
ROMARCO RESOURCES, INC.**

Pursuant to the provisions of the Laws of the State of Utah, Business Corporation Act, the undersigned corporation adopts the following articles of amendment to the articles of incorporation:

First, to amend the name of the corporation to Durasource Industries, Inc. from Romarco Resources, Inc.

Second, to authorize a reverse stock split of its common stock, one new common share for three old common shares, thus reducing the issued and outstanding shares from 1,357,370 to 452,456 and authorized common shares from 100,000,000 to 33,333,333.

Third, to authorize the increase of authorized common shares from 33,333,333 to 80,000,000 with a par value of \$0.01.

Fourth, to change the address of the company to:

4951-⁶ East Adams Dr.
Tampa, FL 33608

These amendments of the Articles of Incorporation were adopted by a quorum of shareholders of the corporation August 29th, 1995. There are 1,357,370 outstanding shares, of which 1,114,760 voted for the amendments, and 0 against.

Dated this 29th day of August, 1995.

By: Paul L. Parrish
Paul L. Parrish, Incorporator
President and Director