

H13927

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MARCELO M. PUIGGARI

April 11, 2002

VIA OVERNIGHT DELIVERY

Division of Corporations
409 E. Gaines St.
Tallahassee, FL 33299

Re: *Articles of Merger*

Ladies and Gentlemen:

700005257047--3
-04/12/02--01044--001
****297.50 *****70.00

Enclosed for filing are the original and one copy of Articles of Merger (with attached Plan of Merger) for each of the following constituent entities:

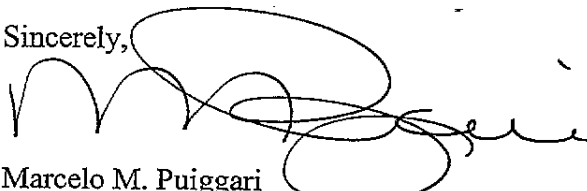
1. Magnum Property Development Corporation into Magnum Environmental Services, Inc.;
2. Magnum World Enterprises, Inc., into Magnum Environmental Services, Inc.;
3. Magnum West Coast Properties, Ltd., into Magnum Environmental Services, Inc.; and,
4. International Environmental Services, Inc., into International Petroleum Corporation.

Also, enclosed is our firm's check in the amount of \$297.50, representing the filing fee of \$35 for each of the 7 constituent corporations and \$52.50 for the limited partnership.

Please return file-stamped copies of the Articles of Merger to me by FedEx Standard Overnight and charge the costs to my FedEx Account No. 0731-0280-4.

Please call if you have any questions.

Sincerely,


Marcelo M. Puiggari
For the Firm

MMP/mmp
Enclosures

AOR
4/15/02

FILED
APR 12 PM 12:04
TALLAHASSEE, FL
SECRETARY OF STATE
LITIGATION OFFICE
128 W. 4TH AVENUE ROAD
OKLAHOMA CITY, OK 73114
TELEPHONE (405) 475-6326
FACSIMILE (405) 475-6315
E-MAIL: renegar@swbell.net

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

INTERNATIONAL ENVIRONMENTAL SERVICES, INC., a Florida corp. M41311

INTO

INTERNATIONAL PETROLEUM CORPORATION, a Florida entity, H13927.

File date: April 12, 2002

Corporate Specialist: Annette Ramsey

**ARTICLES OF MERGER
OF
INTERNATIONAL ENVIRONMENTAL SERVICES, INC.
INTO
INTERNATIONAL PETROLEUM CORPORATION**

FILED
02 APR 12 PM 12:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TO THE SECRETARY OF STATE
STATE OF FLORIDA

1. These Articles of Merger are being submitted in accordance with the Florida Business Corporations Act, pursuant to Section 607.1105, F.S.

2. The name and state of incorporation of each of the constituent corporations are:

<u>Name of Corporation</u>	<u>State of Incorporation</u>
International Environmental Services, Inc.	Louisiana
International Petroleum Corporation	Florida

3. Shareholder approval of the Plan of Merger was required as to each of the constituent corporations, and with respect to such shareholder approval, each constituent corporation states as follows:

a. International Environmental Services, Inc. has 250 shares outstanding of its common stock, all of which were voted in favor for the Plan of Merger.

b. International Petroleum Corporation has 250 shares outstanding of its common stock, all of which were voted in favor for the Plan of Merger.

4. As to each of the above-referenced constituent corporations, the approval of the Plan of Merger was duly authorized by all action required by the laws of the State of Florida.

5. The name of the surviving corporation is International Petroleum Corporation.

6. There being no amendments, the Articles of Incorporation of the surviving corporation, International Petroleum Corporation, shall be its Articles of Incorporation.

7. The Plan of Merger is attached.

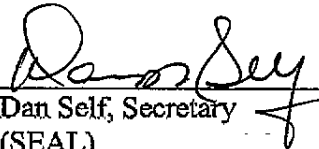
8. The Merger shall be effective on the date of the Articles of Merger are filed with the Florida Department of State.

IN WITNESS WHEREOF, each of the constituent corporations have caused these Articles of Merger to be executed by their respective Vice-Presidents and attested by their Secretaries, this 5th day of APRIL, 2002.


INTERNATIONAL ENVIRONMENTAL SERVICES, INC.

By: 
William W. Solomon, Vice-President

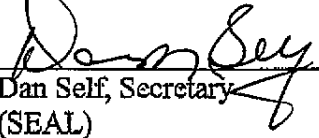
ATTEST:


Dan Self, Secretary
(SEAL)

INTERNATIONAL PETROLEUM CORPORATION

By: 
William W. Solomon, Vice-President

ATTEST:


Dan Self, Secretary
(SEAL)

**PLAN OF MERGER
OF
INTERNATIONAL ENVIRONMENTAL SERVICES, INC.
INTO
INTERNATIONAL PETROLEUM CORPORATION**

This Plan of Merger dated as of the 28th day of March, 2002, between International Environmental Services, Inc., a Louisiana Corporation, and International Petroleum Corporation, a Florida corporation, being sometimes referred to herein as the "Constituent Corporations".

WHEREAS, the Board of Directors of each Constituent Corporation deems it advisable for the general welfare of its Constituent Corporation and its shareholders that the Constituent Corporations merge into a single corporation pursuant to this Plan of Merger and the applicable laws of the State of Florida; and

WHEREAS, the Constituent Corporations desire to adopt this Plan of Merger and to consummate the merger.

NOW, THEREFORE, the Constituent Corporations agree that International Environmental Services, Inc., shall be merged with and into and International Petroleum Corporation, as the surviving corporation (the "Surviving Corporation") in accordance with the applicable laws of the State of Florida, and that the terms and conditions of the merger and the mode of carrying it into effect shall be as follows:

1. Effective Date. The merger provided for in this Plan of Merger shall become effective upon the filing of the Articles of Merger required by section 607.1105 of the Florida Statutes with the Secretary of State of the State of Florida.

2. Governing Law. The Surviving Corporation shall be governed by the laws of the State of Florida.

3. Manner of Converting Shares.

3.01 Conversion. The mode of carrying the merger into effect and the manner and basis of converting the shares of International Environmental Services, Inc., into shares of International

Petroleum Corporation are as follows in Sections 3.02 through 3.09.

3.02 Values. The parties agree that the Constituent Corporations' respective values for the purpose of determining the conversion ratios of the shares are approximately the same.

3.03 Conversion Ratios. By virtue of the merger, the shares of the Constituent Corporations shall be converted into shares of the Surviving Corporation in ratios proportional to their corresponding values as set forth below in Section 3.04.

3.04 International Environmental Services, Inc. Every one (1) share of Common Stock of International Environmental Services, Inc., which is issued and outstanding on the Effective Date shall, by virtue of the merger and without any action on the part of the holder thereof, be converted into one (1) share of Common Stock of International Petroleum Corporation.

3.05 International Environmental Services, Inc. Stock. Each share of International Environmental Services, Inc., Common Stock which is issued and outstanding and owned by International Environmental Services, Inc., on the Effective Date shall, by virtue of the merger and without any action on the part of International Environmental Services, Inc., be retired and canceled.

3.06 Continuance of International Petroleum Corporation Stock. Each certificate evidencing ownership of shares of International Petroleum Corporation, Common Stock, as the case may be, issued and outstanding on the Effective Date or held by International Petroleum Corporation, in its treasury shall continue to evidence ownership of the same number of shares of International Petroleum Corporation Common Stock.

3.07 Exchange of Certificates. As promptly as practicable after the Effective Date, each holder of an outstanding certificate or certificates theretofore representing shares of International Environmental Services, Inc., Common Stock shall surrender the same and shall receive in exchange a certificate or certificates representing the number of shares of International Environmental Corporation Common Stock into which the shares of International Environmental

Services, Inc., Common Stock represented by the certificate or certificates so surrendered shall have been converted.

3.08 Un-exchanged Certificates. Until surrendered, each outstanding certificate which, prior to the Effective Date, represented International Environmental Services, Inc., Common Stock shall be deemed for all purposes, other than the payment of dividends or other distributions, to evidence ownership of the number of shares of International Petroleum Corporation Common Stock into which it was converted, and no dividend or other distribution payable to holders of International Petroleum Corporation Common Stock as of any date subsequent to the Effective Date shall be paid to the holders of outstanding certificates theretofore representing shares of International Environmental Services, Inc., Common Stock; provided, however, that upon surrender and exchange of such outstanding certificates there shall be paid to the record holders of the certificates issued in exchange therefor the amount, without interest thereon, of dividends and other distributions which would have been payable with respect to the shares of International Petroleum Corporation Common Stock represented thereby.

4. Effect of the Merger. On the Effective Date, the separate existence of International Environmental Services, Inc., shall cease (except insofar as continued by statute) and it shall be merged with and into International Petroleum Corporation. All the property, real, personal and mixed, of each of the Constituent Corporations, and all debts due to any of them, shall be transferred to and vested in International Petroleum Corporation, without further act or deed. International Petroleum Corporation shall thenceforth be responsible and liable for all the liabilities and obligations of each of the Constituent Corporations and any claim or judgment against any of the Constituent Corporations may be enforced against International Environmental Services, Inc.

5. Approval of Shareholders. This Plan of Merger shall be submitted to the shareholders of the Constituent Corporations as provided by the applicable laws of the State of Florida at meetings called for that purpose. There shall be required for the adoption of this Plan of

Merger the affirmative vote of the holders of at least two-thirds (2/3rd) of all the shares of International Environmental Services, Inc., and International Petroleum Corporation Common Stock issued and outstanding and entitled to vote. The shareholders of each corporation adopted the plan of merger on March 18, 2002.