

FROM CSC

WED) MAY 8 2002 10:39 AM T. 16:37 NO. 6308 1619 P 1

# H13927

## Florida Department of State

Division of Corporations  
Public Access System  
Katherine Harris, Secretary of State

### Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

((H02000135775 3)))

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

**To:**

Division of Corporations  
Fax Number : (850)205-0380

**From:**

Account Name : CORPORATION SERVICE COMPANY  
Account Number : I20000000195  
Phone : (850)521-1000  
Fax Number : (850)521-1030

/DAS

FILED  
02 MAY -8 PM 4:47  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

## MERGER OR SHARE EXCHANGE

## INTERNATIONAL PETROLEUM CORPORATION

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$70.00

RECEIVED

02 MAY -8 PM 4:43

DIVISION OF CORPORATIONS

Heiger  
5/9  
7

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

INTERNATIONAL PETROLEUM CORP. OF GEORGIA, a Georgia corporation,  
not qualified in Florida

INTO

**INTERNATIONAL PETROLEUM CORPORATION**, a Florida entity, H13927.

File date: May 8, 2002

Corporate Specialist: Karen Gibson

**ARTICLES OF MERGER  
OF  
INTERNATIONAL PETROLEUM CORP. OF GEORGIA  
(A GEORGIA CORPORATION)  
INTO  
INTERNATIONAL PETROLEUM CORPORATION  
(A FLORIDA CORPORATION)**

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to Section 607.1105, F.S.

1. The name and jurisdiction of the surviving corporation is:

<u>Name of Entity</u>	<u>Jurisdiction</u>
International Petroleum Corporation	Florida
2. The name and jurisdiction of the merging corporation is:

<u>Name of Entity</u>	<u>Jurisdiction</u>
International Petroleum Corp. of Georgia	Georgia
3. The Plan of Merger is attached.
4. The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.
5. The Plan of Merger was adopted by the shareholder of the surviving corporation effective on March 28, 2002. The Plan of Merger was duly authorized and approved by International Petroleum Corporation, a Florida corporation, in accordance with all action required by the laws of the State of Florida.
6. The Plan of Merger was adopted by the shareholder of the merging corporation effective on March 28, 2002. The Plan of Merger was duly authorized and approved by International Petroleum Corp. of Georgia, a Georgia corporation, in accordance with all action required by the laws of the State of Georgia.

**FILED**  
02 MAY - 8 PM 4:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FROM CSC

(WED) MAY 8 2002 16:39/ST. 16:37/NO. 6308461619 P 3

H020001357753

IN WITNESS WHEREOF, the surviving corporation and the merging corporation have executed these Articles of Merger.

SURVIVING CORPORATION:

INTERNATIONAL PETROLEUM CORPORATION  
a Florida corporation

By:   
William W. Solomon, Vice President

MERGING CORPORATION:

INTERNATIONAL PETROLEUM CORP. OF GEORGIA  
a Georgia corporation

By:   
William W. Solomon, Vice President

IN61001611902docFLAARTMERGER.WTD

**PLAN OF MERGER  
OF  
INTERNATIONAL PETROLEUM CORP. OF GEORGIA  
(A GEORGIA CORPORATION)  
INTO  
INTERNATIONAL PETROLEUM CORPORATION  
(A FLORIDA CORPORATION)**

This Plan of Merger (this "Plan") is made and entered into as of the 28<sup>th</sup> day of March, 2002, by and between INTERNATIONAL PETROLEUM CORPORATION, a Florida corporation ("IPC Florida"), and INTERNATIONAL PETROLEUM CORP. OF GEORGIA, a Georgia corporation ("IPC Georgia").

**WITNESSETH:**

WHEREAS, IPC Georgia and IPC Florida are each wholly-owned subsidiaries of EarthCare Company, a Delaware corporation;

WHEREAS, the Board of Directors of each of IPC Florida and IPC Georgia deem it advisable for the general welfare of each of such corporations that the corporations be merged into a single corporation pursuant to this Plan of Merger;

WHEREAS, IPC Florida and IPC Georgia desire to adopt this Plan and to consummate the merger;

NOW, THEREFORE, for and in consideration of the foregoing premises, IPC Florida and IPC Georgia agree that IPC Georgia shall be merged with and into IPC Florida in accordance with the applicable laws of the States of Florida and Georgia, and that the terms and conditions of the merger shall be as follows.

1. **Merger.** IPC Florida and IPC Georgia shall be merged into a single corporation by merging IPC Georgia with and into IPC Florida, as a result of which IPC Florida shall survive the merger. Upon such merger, the separate corporate existence of IPC Georgia shall cease and IP Florida shall become the owner, without the necessity of any conveyance, assignment or transfer, of all the rights and property of IPC Georgia, and IPC Florida shall become subject to all debts and liabilities of IPC Georgia in the same manner as if IPC Florida itself incurred them.

2. **Surviving Corporation.** The name of the surviving corporation shall continue to be International Petroleum Corporation. The purposes, county where the principal office for the transaction of business shall continue to be located, the number of directors, and the capital stock of the surviving corporation shall continue to be as appears in the Articles of Incorporation or Bylaws of IPC Florida.

3. Effective Date. The merger provided for in this Plan shall become effective upon the filing of Articles of Merger with the Secretary of State of the State of Florida and a Certificate of Merger is filed with the Secretary of State of the State of Georgia.

4. Articles of Incorporation and Bylaws. The Articles of Incorporation and Bylaws of IPC Florida shall continue in full force as the Articles of Incorporation and Bylaws of the surviving corporation until altered, amended or repealed as provided therein or as provided by law.

5. Directors and Officers. The present Board of Directors of IPC Florida shall continue to serve as the Board of Directors of the surviving corporation until the next annual meeting or until their successors are duly elected and qualified under the Bylaws of the surviving corporation. The officers of IPC Florida as of the effective date of the merger shall continue as the officers of the surviving corporation until their resignation, removal or replacement as provided in the Bylaws of IPC Florida.

6. Manner of Conversion. The manner and basis of converting the shares of the each corporation into shares, obligations or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property are as follows:

- (a) each common share of IPC Florida outstanding on the effective date of the merger shall thereupon, without further action, become one common share of the surviving corporation, without the issuance or exchange of new shares or share certificates.
- (b) each share of the common stock of IPC Georgia that is issued and outstanding on the effective date of the merger shall thereupon without further action become .01 shares of common stock of the surviving corporation. As promptly as practicable after the effective date of the merger, each holder of an outstanding certificate representing shares of IPC Georgia common stock shall surrender the same and shall receive in exchange a certificate representing the number of shares of IPC Florida into which the shares of IPC Georgia shall have been converted.

7. Approval. This Plan shall be submitted to the shareholders of IPC Florida and IPC Georgia for their approval in the manner provided by the applicable laws of the States of Florida and Georgia, at such time as their respective Boards of Directors shall agree. Upon approval of this Plan by the shareholders of IPC Florida and IPC Georgia, the appropriate officers of the corporations shall execute and deliver to the Secretary of State of the State of Florida and the Secretary of State of the State of Georgia Articles of Merger and a Certificate of Merger, respectively, in accordance with the applicable corporate laws of such states.

8. Abandonment. The Directors of IPC Florida or IPC Georgia may, in their discretion, abandon this merger, subject to the rights of third parties under and contracts relating thereto,

without further action or approval by the shareholders of IPC Florida and IPC Georgia, respectively, at any time before the merger has been completed.

9. Dissenting Shareholders. Any dissenting shareholder of IPC Florida or IPC Georgia who has complied with the procedures set forth in the Florida Business Corporation Act or the Georgia Business Corporation Code, as applicable, shall be entitled to receive the fair value of the shares so held by him in accordance with the provisions of the Florida Business Corporation Act or Georgia Business Corporation Code, as applicable. In the event IPC Florida or IPC Georgia receives written notice of objection to corporate action as provided by the Florida Business Corporation Act or the Georgia Business Corporation Code from a dissenting shareholder of either corporation for the fair value of his shares, such corporation shall deliver or mail to such dissenting shareholder any required notice and perform all such other actions required by such article so that the exclusive remedy of any such shareholder shall be the recovery of the value of his shares or money damages as provided in the Florida Business Corporation Act and the Georgia Business Corporation Code.

IN WITNESS WHEREOF, International Petroleum Corporation, a Florida corporation, and INTERNATIONAL PETROLEUM CORP. OF GEORGIA, a Georgia corporation, have caused this Plan of Merger to be executed as of the day and year first above written.

INTERNATIONAL PETROLEUM CORPORATION  
a Florida corporation

By:   
William W. Solomon, Vice President

INTERNATIONAL PETROLEUM CORP. OF GEORGIA  
a Georgia corporation

By:   
William W. Solomon, Vice President