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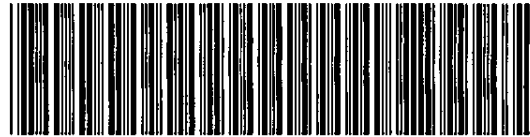
(Business Entity Name)

(Document Number)

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**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Simcoe Mining Resources Corp.  
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Michael Anthony

Contact Person

Firm/Company

330 Clematis Street, Ste 217

Address

West Palm Beach, FL 33401

City/State and Zip Code

simcoeminingresources@gmail.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Michael Anthony

Name of Contact Person

At ( 561 )

512-5360

Area Code & Daytime Telephone Number



Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

**STREET ADDRESS:**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

**MAILING ADDRESS:**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

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TALLAHASSEE, FLORIDA  
Corporation Act, FLORIDA

**First:** The name and jurisdiction of the surviving corporation:

**Second:** The name and jurisdiction of each **merging** corporation:

**Third:** The Plan of Merger is attached.

**OR**                 /            /            (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

The Plan of Merger was adopted by the shareholders of the surviving corporation on 12/26/2012.

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on 12/26/2012.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on \_\_\_\_\_ and shareholder approval was not required.

*(Attach additional sheets if necessary)*

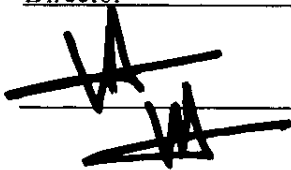
**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of an Officer or  
Director

Typed or Printed Name of Individual & Title

Simcoe Mining Resources, Inc.



Michael Anthony, President

Simcoe Mining Resources, Inc.



Michael Anthony, President

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## **PLAN OF MERGER**

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

**First:** The name and jurisdiction of the **surviving** corporation:

Name

Jurisdiction

Simcoe Mining Resources, Inc.

Delaware

**Second:** The name and jurisdiction of each **merging** corporation:

Name

Jurisdiction

Simcoe Mining Resources, Corp.

Florida

**Third:** The terms and conditions of the merger are as follows:

The directors and officers of the Surviving Corporation, which are the same as the directors and officers of the Non-Surviving Corporation, at the effective time and date of the merger shall be the members of the first Board of Directors and the first officers of the Surviving Corporation, all of whom shall hold their respective offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the Surviving Corporation.

**Fourth:** The manner and basis of converting the shares of 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 or any other corporation or, in whole or in part, into cash or other property are as follows:

Each issued share of the Non-Surviving Corporation immediately before the effective time and date of the merger shall be converted into one share of the same class of stock of the Surviving Corporation.

The issued shares of the Surviving Corporation shall not be converted or exchanged in any manner, but each said share which is issued at the effective time and date of the merger shall continue to represent one issued share of the Surviving Corporation.

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

None

**OR**

Restated articles are attached:

Other provisions relating to the merger are as follows:

**CERTIFICATE OF MERGER OF  
SIMCOE MINING RESOURCES CORP.  
(a Florida corporation)  
and  
SIMCOE MINING RESOURCES INC.  
(a Delaware corporation)**

Pursuant to the provisions of Sections 252 of Delaware General Corporation Law, the foreign corporation and the domestic corporation herein named do hereby adopt the following Certificate of Merger.

1. Simcoe Mining Resources Corp., a Florida corporation formed on December 3, 1984 is merging with Simcoe Mining Resources Inc., a Delaware Corporation, such that Simcoe Mining Resources Inc., a Delaware Corporation shall be the Surviving Corporation.

2. An Agreement of Merger has been approved, adopted, certified, executed and acknowledged by the Board of Directors and majority shareholders of both the Merged Corporation and the Surviving Corporation.

3. The name of the surviving corporation is Simcoe Mining Resources Inc., a Delaware corporation.

4. The Certificate of Incorporation of the Surviving Corporation shall be its Certificate of Incorporation.

5. An executed copy of the Agreement of Merger is on file an the principal office of the surviving corporation at 330 Clematis Street, Suite 217, West Palm Beach, Florida 33401 and such executed Agreement of Merger or a copy thereof will be furnished by the surviving corporation, on request and without cost, to any stockholder of either the Surviving Corporation or the non-surviving corporation.

6. The merger of the Merged Corporation with and into the Surviving Corporation is permitted by the laws of the jurisdiction of organization of the Merged Corporation and has been authorized in compliance with said laws, by which the Merged Corporation is governed.


7. The total authorized capital stock of the non surviving corporation (Simcoe Mining Resources Corp., Florida) is One Billion and Ten Million Shares (1,000,000,000) comprised of One Billion (1,000,000,000) common shares, \$.0005 par value and Ten Million (10,000,000) preferred stock, \$.01 par value of which One Million (1,000,000) shares are designated as Series B Preferred. The Agreement of Merger was approved by a vote of 80% of all shares of stock entitled to vote, which vote is sufficient for the approval of the Agreement of Merger.

8. The Agreement of Merger was approved by written consent of the sole stockholder of the Surviving Corporation and by the Board of Directors of the Surviving Corporation pursuant to the provisions of Section 252, which incorporate Section 251 of the Delaware General Corporation Law.

9. The merger herein provided for shall become effective in the State of Delaware upon filing.

Executed December 26, 2012

SIMCOE MINING RESOURCES INC.,  
a Delaware corporation

By   
Michael Anthony, President