

CORPORATE
ACCESS,
INC.

236 East 6th Avenue . Tallahassee, Florida 32303

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merger

1.) Rubber Technology International, Inc.
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

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*****70.00 *****70.00

3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
(CORPORATE NAME & DOCUMENT #)

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DIVISION OF CORPORATION

SPECIAL INSTRUCTIONS

COULLETTE JUN 01 2001

ARTICLES OF MERGER
Merger Sheet

MERGING:

RUBBER TECHNOLOGY INTERNATIONAL, INC., a Florida corporation, J26123

INTO

RUBBER TECHNOLOGY INTERNATIONAL, INC., a Nevada entity not
qualified in Florida.

File date: June 1, 2001

Corporate Specialist: Cheryl Coulliette

**ARTICLES AND AGREEMENT OF MERGER
OF
RUBBER TECHNOLOGY INTERNATIONAL, INC.
(a Florida corporation)
INTO
RUBBER TECHNOLOGY INTERNATIONAL, INC.
(a Nevada corporation)**

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

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

Rubber Technology International, Inc., a Nevada corporation

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

Rubber Technology International, Inc., a Florida corporation

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on May 31, 2001.

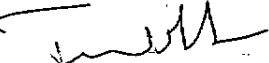
Fifth: Adoption of Merger by the surviving corporation was adopted by the shareholders of the surviving corporation on April 12, 2001.

Sixth: Adoption of Merger by the merging corporation was adopted by the shareholders of the merging corporation on April 12, 2001.

Dated as of May 21, 2001.

"Merging Corporation"

Rubber Technology International, Inc.,
a Florida Corporation

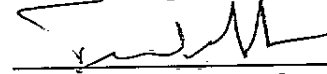


By: TREVOR WEBB

Its: PRESIDENT

"Surviving Corporation"

Rubber Technology International, Inc.,
a Nevada corporation



By: TREVOR WEBB

Its: PRESIDENT

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PLAN OF MERGER
(Merger of subsidiary corporation)

The following plan of merger is submitted in compliance with section 607.1104, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the **parent** corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

| <u>Name</u> | <u>Jurisdiction</u> |
|----------------------------------------|-----------------------|
| Rubber Technology International, Inc., | a Florida Corporation |

The name and jurisdiction of each **subsidiary** corporation:

| <u>Name</u> | <u>Jurisdiction</u> |
|----------------------------------------|----------------------|
| Rubber Technology International, Inc., | a Nevada Corporation |

The Manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent 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, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

Upon the Effective Time of the Merger, each share of the Parent Common Stock, \$0.0001 par value, issued and outstanding immediately before the Effective Time of the Merger shall by virtue of the Merger and without any action by the Constituent Corporations, by the holder of such shares or by any other person, be converted into and become one fully paid and nonassessable share of Common Stock, \$.0001 par value per share, of the Subsidiary (Surviving) Corporation. The Surviving Corporation shall assume and continue the stock option plans of the Parent, if any, and all options, warrants and rights to purchase or acquire shares of Parent Common Stock. At the Effective Time of the Merger, each outstanding and unexercised option, warrant and right to purchase or acquire shares of Parent Common Stock shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted into and become an option, warrant or right to purchase or acquire shares of the Surviving Corporation's Common Stock on the basis of one share of the Surviving Corporation's Common Stock for each share of Parent Common Stock issuable pursuant to any such option, warrant or right, and under the same terms and conditions and at an exercise price per share equal to the exercise price per share applicable to any such Parent option, warrant or right. No options, warrants or rights to purchase or acquire Preferred Stock of Parent currently exist.

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation; a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

See Above.

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, F.S. would be entitled to vote and who dissent from the merger pursuant to section 607.1320, F.S., may be entitled, if they comply with the provisions of chapter 607 regarding the rights of dissenting shareholder, to be paid the fair value of their shares.