

J27759

Law offices of

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April 15, 1999

Via Federal Express

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

300002842069--4

-04/16/99-01068--002

\*\*\*\*\*87.50 \*\*\*\*\*87.50

**Re: Articles of Merger of Industrial Rubber Innovations, Inc. into EPL Ventures Corp**

Ladies and Gentlemen:

Enclosed you will find the following:

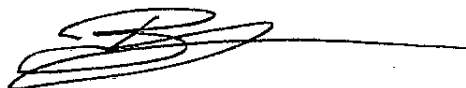
1. An original and a copy of the fully executed Articles of Merger of Industrial Rubber Innovations, Inc., a Nevada corporation, into EPL Ventures Corp., a Florida corporation, along with the attached Plan of Merger.
2. A check in the amount of \$87.50, representing the filing fee (\$70.00), the fee for a certified copy (\$8.75), and the fee for a Certificate of Status (\$8.75).

**Please file the enclosed Articles of Merger on Monday, April 26, 1999.** In addition, please return to this office in the enclosed self-addressed, stamped envelope a certified copy of the Articles of Merger and a Certificate of Status effective immediately after the filing (reflecting the name change).

Please note that the enclosed effectuates (i) a name change, (ii) an increase in both the authorized common and preferred stock, and (iii) a 1 to 5 reverse stock split.

If you have any questions regarding the enclosed, please call me immediately. Thank you for your time and attention to this matter.

Sincerely,



Brian A. Lebrecht, Esq.

Merger  
5-11-99  
MS

**FILED**  
99 APR 26 AM 11:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Enclosures (4)

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

INDUSTRIAL RUBBER INNOVATIONS, INC., a non qualified Nevada corporation.

INTO

EPL VENTURES CORP. which changed its name to

**INDUSTRIAL RUBBER INNOVATIONS, INC.**, a Florida corporation, J27759

File date: April 26, 1999

Corporate Specialist: Doug Spitler

**ARTICLES OF MERGER  
OF  
INDUSTRIAL RUBBER INNOVATIONS, INC.  
(a Nevada corporation)  
INTO  
EPL VENTURES CORP  
(a Florida corporation)**

**FILED**  
99 APR 26 AM 11:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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 is:
- EPL Ventures Corp, a Florida corporation
- Second:** The name and jurisdiction of each merging corporation is:
- Industrial Rubber Innovations, Inc., a Nevada corporation
- Third:** The Plan of Merger is attached.
- Fourth:** The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.
- Fifth:** The Plan of Merger was adopted by the shareholders of the surviving corporation by written consent on April 12, 1999.
- Sixth:** The Plan of Merger was adopted by the shareholders of the merging corporation by written consent on April 12, 1999.

**EPL VENTURES CORP.,**  
a Florida corporation

By:   
Its: Norm Caccaro  
President

**INDUSTRIAL RUBBER  
INNOVATIONS, INC.,**  
a Nevada corporation

By: John Proulx  
Its: President

ARTICLES OF MERGER  
OF  
INDUSTRIAL RUBBER INNOVATIONS, INC.  
(a Nevada corporation)  
INTO  
EPL VENTURES CORP  
(a Florida corporation)

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**EPL VENTURES CORP.,**  
a Florida corporation

By: Norm Caccaro  
Its: President

**INDUSTRIAL RUBBER  
INNOVATIONS, INC.,**  
a Nevada corporation

By: John Proulx  
Its: President

## PLAN OF MERGER

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

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

EPL Ventures Corp, a Florida corporation

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

Industrial Rubber Innovations, Inc., a Nevada corporation

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

Effective on the date the Articles of Merger are filed with the State of Florida, the Merging Corporation will merge into the Surviving Corporation, and the existence of the Merging Corporation will cease. The shareholders of the Merging Corporation (the "Merging Shareholders"), representing an aggregate of 3,800 shares, will exchange each of their shares in the Merging Corporation for 1,000 shares of common stock in the Surviving Corporation. In addition, the Merging Shareholders will receive an aggregate of 2,000,000 warrants to acquire common stock of the Surviving Corporation. Prior to the exchange by the Merging Shareholders as described above, the outstanding common stock of the Surviving Corporation will undergo a 1 for 5 reverse stock split so that there will then be issued and outstanding 3,444,000 shares of common stock. Subsequent to the transactions described herein, there will be issued and outstanding an aggregate of 7,244,000 shares of common stock issued and outstanding in the Surviving Corporation. Finally, on the Effective Date, the name of the Surviving Corporation will be changed to Industrial Rubber Innovations, Inc. A complete executed Plan and Agreement of Merger is on file at the Surviving Corporation's registered office or other place of business and shall be furnished, on request, to any owner of either the Merging Corporation or 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 is as follows:

(1) At the time this Amendment becomes effective, each five shares of common stock, \$.001 par value per share, of the Corporation issued and outstanding at such time shall be, and hereby is, changed and reclassified into one fully-paid and nonassessable share of common stock, \$.001 par value per share, of the Corporation authorized by such Amendment, with the result that the number of shares of common stock of the Corporation issued and outstanding immediately prior to the taking of

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TALLAHASSEE, FLORIDA

effect of this Amendment is 17,220,000 shares of common stock, \$.001 par value per share, and the number of shares of common stock of the Corporation issued and outstanding immediately following the taking of effect of this Amendment is 3,444,000 shares of common stock, \$.001 par value per share. At any time after this Amendment becomes effective, each certificate representing any shares of common stock, \$.001 par value per share, of the Corporation outstanding immediately prior to the taking of effect of this Amendment (collectively, the "Old Certificates") shall be exchangeable for a certificate representing shares of common stock, \$.001 par value per share, of the Corporation authorized by such Amendment (collectively, the "New Certificates"), in the ratio for such reclassification stated above (i.e., 1 : 5) through the surrender of such Old Certificates by the holders of record thereof to the Secretary of this Corporation at the principal office of the Corporation.

(2) Upon surrender for exchange by each shareholder of an Old Certificate, the Corporation shall issue and deliver to each such shareholder a New Certificate representing one share of common stock, \$.001 par value per share, of the Corporation for each five shares of common stock, \$.001 par value per share, of the Corporation issued and outstanding immediately prior to the taking of effect of this Amendment. The reclassification of issued and outstanding shares of common stock, \$.001 par value per share, of the Corporation into shares of common stock, \$.001 par value per share, of the Corporation shall be deemed to occur when this Amendment becomes effective and neither the surrender of the Old Certificates nor the issuance of the New Certificates shall be a necessary condition for the effectiveness of such reclassification. Each Old Certificate shall be canceled upon its surrender and the issuance of a New Certificate evidencing such shares as so reclassified. Consequently, the stated capital of this Corporation shall remain unchanged following the taking of effect of this Amendment.

**Fifth:** Amendments to the articles of incorporation of the surviving corporation are indicated below:

"Articles I - Name

The name of this corporation is Industrial Rubber Innovations, Inc.

Article IV - Capital Stock

This Corporation is authorized to issue two classes of shares of stock to be designated as "Common Stock" and "Preferred Stock". The total number of shares of Common Stock which this Corporation is authorized to issue is Fifty Million (50,000,000) shares, par value \$.001. The total number of shares of Preferred Stock which this Corporation is authorized to issue is Five Million (5,000,000) shares, par value \$.001.

The shares of Preferred Stock may be issued from time to time in one or more series. The Board of Directors of the Corporation (the "Board of Directors") is expressly authorized to provide for the issue of all or any of the shares of the Preferred Stock in one or more series, and to fix the number of shares and to determine or alter for each such series, such voting powers, full or limited, or no

voting powers, and such designations, preferences, and relative, participating, optional, or other rights and such qualifications, limitations, or restrictions thereof, as shall be stated and expressed in the resolution or resolutions adopted by the Board of Directors providing for the issue of such shares (a "Preferred Stock Designation") and as may be permitted by the General Corporation Law of the State of Florida. The Board of Directors is also expressly authorized to increase or decrease (but not below the number of shares of such series then outstanding) the number of shares of any series subsequent to the issue of shares of that series. In case the number of shares of any such series shall be so decreased, the shares constituting such decrease shall resume the status that they had prior to the adoption of the resolution originally fixing the number of shares of such series.

The outstanding shares of common stock are subject to a 1 to 5 reverse stock split."

[end]