

OCT. 6 2006 3:20 PM

C S C

NO. 606

P. 1

**Florida Department of State**  
Division of Corporations  
Public Access System

**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.**

((H06000246361 3)))



H060002463613ABC

**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 : I20000000193  
Phone : (850) 521-1000  
Fax Number : (850) 558-1575

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

06 OCT -6 AM 10:18

FILED

RECEIVED

06 OCT -6 AM 8:00  
DIVISION OF CORPORATIONS

SAC

**MERGER OR SHARE EXCHANGE**

**CASPIAN INTERNATIONAL OIL CORPORATION**

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

Electronic Filing Menu

Corporate Filing Menu

Help

*Merger*  
*CE, d9*

OCT. 6. 2006 3:28PM C S C

.Oct '06 06 03:22p

NO. 606 P. 2  
H06000246361 3  
P. 2

## **ARTICLES OF MERGER** (Profit Corporations)

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

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Caspian International Oil Corporation</u>	<u>Delaware</u>	

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>CRSI Group, Inc.</u>	<u>Florida</u>	

FILED  
06 OCT -6 AM 10:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**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.

**OR** 10/10/2006 / (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.)

**Fifth:** Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on August 29, 2006

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

**Sixth:** Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on August 29, 2006

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)

H06000246361 3

OCT. 6. 2006 3:29PM

C S C

NO. 606 00P. 3 46361 3

Oct 05 06 03:29p

P. 4

**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of an Officer or  
Director


Typed or Printed Name of Individual & Title

CRSI Group, Inc.



Nurlan Janseitov, Chairman of the Board

Caspian International



Nurlan Janseitov, Chairman of the Board

Oil Corporation

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

H06000246361 3

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "Agreement") is made as of this 29<sup>th</sup> day of August, 2006, by and between CRSI Group, Inc., a Florida corporation (the "Florida Corporation"), and Caspian International Oil Corporation, a Delaware corporation (the "Delaware Corporation").

WITNESSETH:

WHEREAS, the Florida Corporation is a corporation duly organized, validly existing and in good standing under the laws of the State of Florida; and

WHEREAS, the Delaware Corporation is a corporation duly organized, validly existing and in good standing under the laws of the State of Delaware; and

WHEREAS, the respective Boards of Directors of the Florida Corporation and the Delaware Corporation have determined that, for purposes of effecting the reincorporation of the Florida Corporation in the State of Delaware, it is advisable, to the advantage of and in the best interests of the Delaware Corporation and its stockholder and the Florida Corporation and its stockholders that the Florida Corporation merge with and into the Delaware Corporation upon the terms and subject to the conditions herein provided; and

WHEREAS, the parties intend, by executing this Agreement, to adopt a plan of reorganization within the meaning of Section 368 of the Internal Revenue Code of 1986, as amended (the "Code"), and to cause the merger described herein to qualify as a reorganization under the provisions of Section 368 of the Code; and

WHEREAS, the respective Boards of Directors of the Florida Corporation and the Delaware Corporation and the stockholder of the Delaware Corporation have unanimously adopted and approved this Agreement, and the Board of Directors of the Florida Corporation has directed that this Agreement be submitted to the stockholders of the Florida Corporation for their consideration.

NOW, THEREFORE, in consideration of the mutual covenants and agreements contained herein, and intending to be legally bound, the Florida Corporation and the Delaware Corporation hereby agree as follows:

1. Merger. Subject to the approval of the stockholders of the Florida Corporation in accordance with the Florida Business Corporation Act (the "Florida Act"), at such time hereafter as the parties hereto shall mutually agree, the Florida Corporation shall be merged with and into the Delaware Corporation (the "Merger"), and the Delaware Corporation shall be the surviving company (hereinafter sometimes referred to as the "Surviving Corporation"). The Merger shall be effective upon (a) the filing of this Agreement together with Articles of Merger (the "Articles of Merger") with the office of the Florida Department of State in accordance with the provisions of Section 607.1105 of the Florida Act; and (b) the filing of a duly certified counterpart of this Agreement and a duly executed Certificate of Merger (the "Certificate of Merger") with the Secretary of State of the State of Delaware in accordance with the applicable provisions of the Delaware General Corporation Law (the "DCGL"); the date and time of the later of such filings being hereinafter referred to as the "Effective Date." Following the due approval of the Merger by the stockholders of the Florida Corporation, subject to the provisions of this Agreement, the Articles of Merger shall be duly executed by the Delaware Corporation and the Florida

Corporation and thereafter delivered to the office of the Department of State of the State of Florida, as provided in Section 607.1105 of the Florida Act, and the Certificate of Merger shall be duly executed by the Delaware Corporation and the Florida Corporation and thereafter delivered to the office of the Secretary of State of Delaware, pursuant to Section 251 of the DGCL.

2. Governing Documents.

a. The Certificate of Incorporation of the Delaware Corporation shall be the Certificate of Incorporation of the Surviving Corporation.

b. The By-Laws of the Delaware Corporation shall be the By-Laws of the Surviving Corporation.

3. Officers and Directors. The directors of the Florida Corporation immediately prior to the Effective Date shall be the directors of the Surviving Corporation and the officers of the Florida Corporation immediately prior to the Effective Date shall be the officers of the Surviving Corporation. Such directors and officers will hold office from the Effective Date until their respective successors are duly elected or appointed and qualified in the manner provided in the Certificate of Incorporation and By-Laws of the Surviving Corporation, as the same may be lawfully amended, or as otherwise provided by law.

4. Succession. As of the Effective Date, the separate existence of the Florida Corporation shall cease and the Florida Corporation shall be merged with and into the Delaware Corporation, and the name of the Surviving Corporation shall be Caspian International Oil Corporation. The Surviving Corporation shall have all of the rights, privileges, immunities and powers and be subject to all of the duties and liabilities granted or imposed by Section 259 of the DGCL.

5. Further Assistance. From and after the Effective Date, as and when required by the Delaware Corporation or by its successor and assigns, there shall be executed and delivered on behalf of the Florida Corporation such deeds and other instruments, and there shall be taken or caused to be taken by it such further and other action, as shall be appropriate or necessary in order to vest, perfect or confirm, of record or otherwise, in the Delaware Corporation the title to and possession of all the property, interests, assets, rights, privileges, immunities, power, franchises and authority of the Florida Corporation, and otherwise to carry out the purposes of this Agreement, and the officers and directors of the Delaware Corporation are fully authorized in the name and on behalf of the Florida Corporation or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

6. Capital Stock. At the Effective Date, by virtue of the Merger and without any action on the part of the holder thereof, each share of common stock of the Florida Corporation outstanding immediately prior to the Effective Time shall be changed and converted into one fully paid and non-assessable share of common stock of the Delaware Corporation.

7. Outstanding Stock of the Delaware Corporation. At the Effective Date, the 1,000 shares of the Delaware Common Stock presently issued and outstanding in the name of the Florida Corporation shall be canceled and retired and resume the status of authorized and unissued shares of Delaware Common Stock, and no shares of Delaware Common Stock or other securities of Delaware Common Stock shall be issued in respect thereof.

8. Stock Certificates. From and after the Effective Date, all of the outstanding certificates which prior to that time represented shares of capital stock of the Florida Corporation shall be

deemed for all purposes to evidence ownership and to represent the shares of capital stock of the Delaware Corporation into which such shares of the Florida Corporation represented by such certificates have been converted as herein provided. The registered owner on the books and records of the Delaware Corporation or its transfer agent of any such outstanding stock certificate shall, until such certificate shall have been surrendered for transfer or otherwise accounted for to the Delaware Corporation or its transfer agent, have and be entitled to exercise any voting and other rights with respect to and to receive any dividend and other distributions upon the shares of capital stock of the Delaware Corporation evidenced by such outstanding certificates as above provided.

9. Validity of Delaware Common Stock. All shares of Delaware Common Stock into which Florida Common Stock is to be converted pursuant to the Merger shall not be subject to any statutory or contractual preemptive rights, shall, when issued, be validly issued, fully paid and nonassessable and shall be issued in full satisfaction of all rights pertaining to such Florida Common Stock.

10. Rights of Former Holders. From and after the Effective Date, no holder of certificates which evidenced Florida Common Stock immediately prior to the Effective Date shall have any rights with respect to the shares formerly evidenced by those certificates, other than the right to receive the shares of Delaware Common Stock into which such Florida Common Stock shall have been converted pursuant to the Merger.

11. Abandonment and Termination. At any time before the Effective Date, this Agreement may be terminated and the Merger may be abandoned by the Board of Directors of either the Florida Corporation or the Delaware Corporation or both, notwithstanding approval of this Agreement by the sole stockholder of the Delaware Corporation and the stockholders of the Florida Corporation.

12. Third Parties. Except as provided in this Agreement, nothing herein expressed or implied is intended or shall be construed to confer upon or give any person, firm or corporation, other than the parties hereto or their respective successors and assigns, any rights or remedies under or by reason of this Agreement.

13. Approval of Florida Corporation as the Sole Stockholder of the Delaware Corporation. By its execution and delivery of this Agreement, the Florida Corporation, as the sole stockholder of the Delaware Corporation, consents to, approves and adopts this Agreement and approves the Merger, subject to the approval and adoption of this Agreement by the holders of a majority of the shares of the Florida Common Stock. The Florida Corporation agrees to execute such instruments as may be necessary or desirable to evidence its approval and adoption of this Agreement and Merger as the sole stockholder of the Delaware Corporation.

IN WITNESS WHEREOF, the parties hereto, intending to be legally bound hereby, have caused this Agreement to be executed as of this day and year first above written.

CRSI Group, Inc.

Caspian International Oil Corporation

By: /s/ Nurlan Janseitov

Name: Nurlan Janseitov

Title: Chairman

By: /s/ Nurlan Janseitov

Name: Nurlan Janseitov

Title: Chairman