

# J68569

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MARCELO M. PUIGGARI

April 11, 2002

VIA OVERNIGHT DELIVERY

Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 33299

Re: *Articles of Merger*

Ladies and Gentlemen:

Enclosed for filing are the original and one copy of Articles of Merger (with attached Plan of Merger) for each of the following constituent entities:

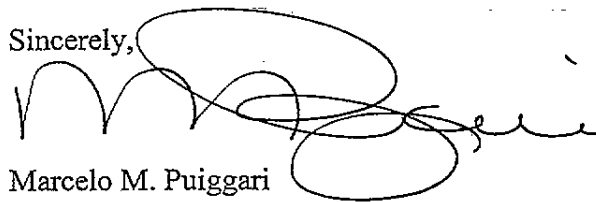
1. Magnum Property Development Corporation into Magnum Environmental Services, Inc.;
2. Magnum World Enterprises, Inc., into Magnum Environmental Services, Inc.;
3. Magnum West Coast Properties, Ltd., into Magnum Environmental Services, Inc.; and
4. International Environmental Services, Inc., into International Petroleum Corporation.

Also, enclosed is our firm's check in the amount of \$297.50, representing the filing fee of \$35 for each of the 7 constituent corporations and \$52.50 for the limited partnership.

Please return file-stamped copies of the Articles of Merger to me by FedEx Standard Overnight and charge the costs to my FedEx Account No. 0731-0280-4.

Please call if you have any questions.

Sincerely,



Marcelo M. Puiggari  
For the Firm

MMP/mmp  
Enclosures

FILED  
APR 12 PM 1:06  
TALLAHASSEE, FLORIDA

LITIGATION OFFICE

128 W. HEFNER ROAD  
OKLAHOMA CITY, OK 73114  
TELEPHONE (405) 475-6326  
FACSIMILE (405) 475-6315  
E-MAIL: renegar@swbell.net

*Merger*

000005283270--6

-04/12/02--01044--001

\*\*\*\*297.50 \*\*\*\*\*70.00

*DOE*  
*4/18/02*

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

MAGNUM WORLD ENTERPRISES, INC., a Florida corporation S70581

,

INTO

**MAGNUM ENVIRONMENTAL SERVICES, INC.**, a Florida entity, J68569.

File date: April 12, 2002

Corporate Specialist: Annette Ramsey

ARTICLES OF MERGER  
OF  
MAGNUM WORLD ENTERPRISES, INC.  
INTO  
MAGNUM ENVIRONMENTAL SERVICES, INC.

FILED  
02 APR 12 PM 1:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

TO THE SECRETARY OF STATE  
STATE OF FLORIDA:

1. These Articles of Merger are being submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

2. The name and state of incorporation of each of the constituent corporations are:

<u>Name of Corporation</u>	<u>State of Incorporation</u>
Magnum World Enterprises, Inc.	Florida
Magnum Environmental Services, Inc.	Florida

3. Shareholder approval of the Plan of Merger was required as to each of the constituent corporations, and with respect to such shareholder approval, each constituent corporation states as follows:

- a. Magnum World Enterprises, Inc. has 310 shares outstanding of its common stock, all of which were voted in favor for the Plan of Merger.
- b. Magnum Environmental Services, Inc., has 436 shares outstanding of its common stock, all of which were voted in favor for the Plan of Merger.

4. As to each of the above-referenced constituent corporations, the approval of the Plan of Merger was duly authorized by all action required by the laws of the State of Florida.

5. The name of the surviving corporation is Magnum Environmental Services, Inc.

6. There being no amendments, the Articles of Incorporation of the surviving corporation, Magnum Environmental Services, Inc., shall be its Articles of Incorporation.

7. The Plan of Merger is attached.

1. The Merger shall be effective on the date the Articles of Merger are filed with the Florida

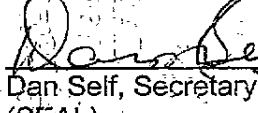
Department of State.

IN WITNESS WHEREOF, each of the constituent corporations have caused these Articles of Merger to be executed by their respective Vice-Presidents and attested by their Secretaries, this 29<sup>th</sup> day of MARCH, 2002.

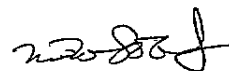
MAGNUM WORLD ENTERPRISES, INC.

By:   
William W. Solomon, Vice-President

ATTEST:

  
Dan Self, Secretary  
(SEAL)

MAGNUM ENVIRONMENTAL SERVICES, INC

By:   
William W. Solomon, Vice-President

ATTEST:

  
Dan Self, Secretary  
(SEAL)

**PLAN OF MERGER  
OF  
MAGNUM WORLD ENTERPRISES, INC.  
INTO  
MAGNUM ENVIRONMENTAL SERVICES**

This Plan of Merger dated as of the 28<sup>th</sup> day of March, 2002, between Magnum World Enterprises, Inc., a Florida corporation, and Magnum Environmental Services, Inc., a Florida corporation, being sometimes referred to herein as the "Constituent Corporations".

WHEREAS, the Board of Directors of each Constituent Corporation deems it advisable for the general welfare of its Constituent Corporation and its shareholders that the Constituent Corporations merge into a single corporation pursuant to this Plan of Merger and the applicable laws of the State of Florida; and

WHEREAS, the Constituent Corporations desire to adopt this Plan of Merger and to consummate the merger.

NOW, THEREFORE, the Constituent Corporations agree that Magnum World Enterprises, Inc., shall be merged with and into and Magnum Environmental Services, Inc., as the surviving corporation (the "Surviving Corporation") in accordance with the applicable laws of the State of Florida, and that the terms and conditions of the merger and the mode of carrying it into effect shall be as follows:

1. Effective Date. The merger provided for in this Plan of Merger shall become effective upon the filing of the Articles of Merger required by section 607.1105 of the Florida Statutes with the Secretary of State of the State of Florida.

2. Governing Law. The Surviving Corporation shall be governed by the laws of the State of Florida.

3. Manner of Converting Shares.

3.01 Conversion. The mode of carrying the merger into effect and the manner and basis of converting the shares of Magnum World Enterprises, Inc., into shares of Magnum Environmental Services, Inc. are as follows in Sections 3.02 through 3.09.

3.02 Values. The parties agree that the Constituent Corporations' respective values

for the purpose of determining the conversion ratios of the shares are approximately the same.

3.03 Conversion Ratios. By virtue of the merger, the shares of the Constituent Corporations shall be converted into shares of the Surviving Corporation in ratios proportional to their corresponding values as set forth below in Section 3.04.

3.04 Magnum World Enterprises, Inc. Every one (1) share of Common Stock of Magnum World Enterprises, Inc., which is issued and outstanding on the Effective Date shall, by virtue of the merger and without any action on the part of the holder thereof, be converted into one (1) share of Common Stock of Magnum Environmental Services, Inc.

3.05 Cancellation of Magnum World Enterprises, Inc., Stock. Each share of Magnum World Enterprises, Inc., Common Stock which is issued and outstanding and owned by Magnum World Enterprises, Inc., on the Effective Date shall, by virtue of the merger and without any action on the part of Magnum World Enterprises, Inc., be retired and canceled.

3.06 Continuance of Magnum Environmental Services, Inc., Stock. Each certificate evidencing ownership of shares of Magnum Environmental Services, Inc., Common Stock, as the case may be, issued and outstanding on the Effective Date or held by Magnum Environmental Services, Inc., in its treasury shall continue to evidence ownership of the same number of shares of Magnum Environmental Services, Inc., Common Stock.

3.07 Exchange of Certificates. As promptly as practicable after the Effective Date, each holder of an outstanding certificate or certificates theretofore representing shares of Magnum World Enterprises, Inc., Common Stock shall surrender the same and shall receive in exchange a certificate or certificates representing the number of shares of Magnum Environmental Services, Inc., Common Stock into which the shares of Magnum World Enterprises, Inc., Common Stock represented by the certificate or certificates so surrendered shall have been converted.

3.08 Un-exchanged Certificates. Until surrendered, each outstanding certificate which, prior to the Effective Date, represented Magnum World Enterprises, Inc., Common Stock shall be deemed for all purposes, other than the payment of dividends or other distributions, to evidence ownership of the number of shares of Magnum Environmental Services, Inc., Common Stock into

which it was converted, and no dividend or other distribution payable to holders of Magnum Environmental Services, Inc., Common Stock as of any date subsequent to the Effective Date shall be paid to the holders of outstanding certificates theretofore representing shares of Magnum World Enterprises, Inc., Common Stock; provided, however, that upon surrender and exchange of such outstanding certificates there shall be paid to the record holders of the certificates issued in exchange therefor the amount, without interest thereon, of dividends and other distributions which would have been payable with respect to the shares of Magnum Environmental Services, Inc., Common Stock represented thereby.

4. Effect of the Merger. On the Effective Date, the separate existence of Magnum World Enterprises, Inc., shall cease (except insofar as continued by statute) and it shall be merged with and into Magnum Environmental Services, Inc. All the property, real, personal and mixed, of each of the Constituent Corporations, and all debts due to any of them, shall be transferred to and vested in Magnum Environmental Services, Inc., without further act or deed. Magnum Environmental Services, Inc., shall thenceforth be responsible and liable for all the liabilities and obligations of each of the Constituent Corporations and any claim or judgment against any of the Constituent Corporations may be enforced against Magnum Environmental Services, Inc.

5. Approval of Shareholders. This Plan of Merger shall be submitted to the shareholders of the Constituent Corporations as provided by the applicable laws of the State of Florida at meetings called for that purpose. There shall be required for the adoption of this Plan of Merger the affirmative vote of the holders of at least two-thirds (2/3rd) of all the shares of Magnum World Enterprises, Inc., and Magnum Environmental Services, Inc., Common Stock issued and outstanding and entitled to vote. The shareholders of each corporation adopted the plan of merger on March 18, 2002.