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## MERGER OR SHARE EXCHANGE

International Global Metals, Inc.

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**EXAM** 

# SELIRETARY EORPORATIONS SELIRE

## ARTICLES OF MERGER OF WORLD WIDE EQUITIES INC. (a Florida corporation) WITH AND INTO INTERNATIONAL GLOBAL METALS, INC.

(a Florida 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 is INTERNATIONAL GLOBAL METALS. INC., a Florida corporation, document number K2?582 (the "Surviving Corporation").

SECOND: The name and jurisdiction of the merging corporation is WORLD WIDE EQUITIES INC., a Florida corporation, document number L82071 (the "Terminating Corporation").

THIRD:

The Plan of Merger is attached herero as Exhibit A.

FOURTH:

The merger shall become effective on March 27, 2009.

FIFTH: The Plan of Merger was adopted by written consent of the board of directors and the shareholder of the Surviving Corporation as of March 27, 2009.

SIXTH: The Plan of Merger was adopted by written consent of the board of directors and the shareholders of the Terminating Company as of March 27, 2009.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger on the 27 day of March, 2009.

INTERNA<del>ZION</del>AL GLOBAL METALS, INC.

Bernard M. Leibov, President

WORLD WIDE EQUITIES INC.

Bernard M. Leibov, President

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### **EXHIBIT A**

### PLAN OF MERGER OF

### WORLD WIDE EQUITIES INC.

(a Florida corporation)
WITH AND INTO

### INTERNATIONAL GLOBAL METALS, INC.

(a Florida corporation)

The following Plan of Merger is submitted in compliance with Section 607.1101, F.S.

FIRST: The name and jurisdiction of the surviving corporation is INTERNATIONAL GLOBAL METALS, INC, a Florida corporation (the "Surviving Corporation").

SECOND: The name and jurisdiction of the merging corporation is WORLD WIDE EQUITIES INC., a Florida corporation (the "Terminating Corporation").

THIRD: The terms and conditions of the merger are as follows.

- The Articles of Incorporation of the Surviving Corporation, as in effect immediately prior to the effective date of the marger, shall be the Articles of Incorporation of the Surviving Corporation.
- 2. The Bylaws of the Surviving Corporation, as in effect immediately prior to the effective date of the merger, will be the Bylaws of the Surviving Corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Business Corporation Act of the State of Florida.
- 3. The board of directors and officers in office of the Surviving Corporation when the merger becomes effective shall be the board of directors and officers of the Surviving Corporation, all of whom shall continue to hold their directorships and offices until the election and qualification of their respective successor(s) or until their tenure is otherwise terminated in accordance with the Hylaws of the Surviving Corporation or applicable law.

FOURTH: The manner and basis of converting 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 each 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 each or other property are as follows:

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- 1. At the effective time of the merger, each share of common stock of the Surviving Corporation issued and outstanding as of the effective time shall thereafter continue to constitute issued and outstanding capital stock of the Surviving Corporation.
- 2. At the effective time of the merger, each share of the capital stock of the Terminating Corporation that was issued and outstanding immediately before the effective time of the merger shall, by virtue of the merger, be converted into a share of fully paid common stock of the Surviving Corporation, and outstanding certificates representing shares of the Terminating Corporation shall be exchanged by the holders thereof for new certificates of shares bearing the name of the Surviving Corporation and the number of shares of the Surviving Corporation into which the shares of the Terminating Corporation were so converted.
- FIFTH: The board of directors and the shareholders of the Terminating Corporation and the board of directors and the shareholder of the Surviving Corporation have resolved that the Terminating Corporation and the Surviving Corporation be merged pursuant to Florida Business Corporation Act, Section 607.1105, into a single corporation existing under the laws of the State of Florida, to wit, International Global Metals, Inc., a Florida corporation, which shall be the Surviving Corporation in a transaction qualifying as a reorganization within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended (the "Code").
- SIXTH: The Terminating Corporation and the Surviving Corporation intend that the transactions contemplated hereunder together qualify for United States income tax purposes as a tax free reorganization as described in the Code. This Plan of Merger shall be interpreted and construed consistently with that intent norwithstanding anything herein to the contrary.
- SEVENTH: At the effective time of the merger, the separate existence of the Terminating Corporation shall cease, and the Terminating Corporation shall be merged into the Surviving Corporation which, as the surviving corporation, shall possess all the rights, privileges, powers, and franchises of a public, as well as of a private, nature, and be subject to all the restrictions, disabilities, and duties of the Terminating Corporation, and all and singular, the rights, privileges, powers, and franchises of the Terminaring Corporation, and all property, real personal, and mixed, owned by the Terminating Corporation, and all debts due to the Terminating Corporation on whatever account, as well for stock subscriptions and all other things in action or belonging to the Terminating Corporation, shall be vested in the Surviving Corporation; and all such property, rights, privileges, powers, and franchises, and all and every other interest shall be thereafter the property of the Surviving Corporation as they were of the Terminating Corporation, and the title to any real estate vested, by deed or otherwise, in the Terminating Corporation, shall not in any way be impaired; but all rights of creditors and all liens upon any property of the Terminating Corporation shall be preserved unimpaired, and all debts, liabilities, and duties of the Terminating Corporation shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities, and duties had been incurred or contracted by it. At any time, or from time to

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time, after the effective time of the merger, the last acting officers of the Terminating Corporation shall execute and deliver all such proper deeds, assignments, and other instruments and take or cause to be taken all such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest, perfect, or confirm in the Surviving Corporation title to and possession of all of the Terminating Corporation's property, rights, privileges, powers, tranchises, immunities, and interests and otherwise to carry out the purposes of this Plan of Merger.

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