

L10575

Construction Products Int'l.
3714 East Bay Dr NW
Big Harbor, WA 98335

City/State/Zip

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____ (Corporation Name) _____ (Document #)
2. _____ (Corporation Name) _____ (Document #)
3. _____ (Corporation Name) _____ (Document #)
4. _____ (Corporation Name) _____ (Document #)

99 AUG 13 AM 10:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

merger
8-24-99
RHS

100002959111--1
-08/13/99--01052--002
*****35.00 *****35.00

100002959111--1
-06/02/99--01007--001
*****35.00

ARTICLES OF MERGER
Merger Sheet

MERGING:

CONSTRUCTION PRODUCTS INTERNATIONAL EXPORT, INC., a Florida
corporation, L10575.

INTO

CONSTRUCTION PRODUCTS INTERNATIONAL, INC., a Nevada corporation
not qualified in Florida.

File date: August 13, 1999

Corporate Specialist: Doug Spitler

CONSTRUCTION PRODUCTS INTERNATIONAL, INC.

11613 - 124TH Avenue, NE, Unit G-324

Kirkland, WA 98034

Telephone 425-820-5374

Facsimile 415-821-1006

August 10, 1999

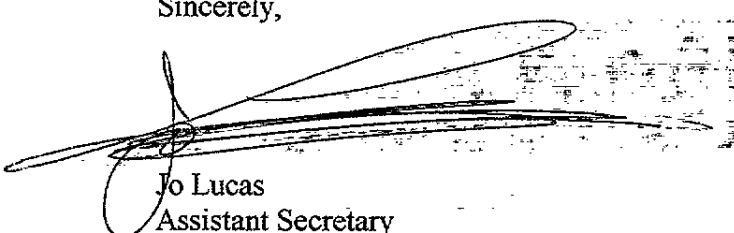
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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99 AUG 13 AM 10:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Ms. Harris:

I am the assistant secretary of Construction Products International, Inc. I have been taking care of mailing the Articles of Merger for the corporation. The forms you returned for an additional \$35.00 came to my desk, but were never re-filed. I have just recently returned to work, I was not in the office for almost two months due to an unexpected medical problem resulting in major surgery, and I found your letter of June 10, 1999. I realize that the 60 days grace are up, but hope that, due to the unavoidable circumstances, an exception might be allowed. I am enclosing the original Articles of Merger forms with a check for the additional \$35.00 owed. I hope this will be satisfactory.

Sincerely,



Jo Lucas
Assistant Secretary

JL/jl

encls.



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

June 10, 1999

CONSTRUCTION PRODUCTS INTERNATIONAL EXPORT, INC.
3714 EAST BAY DRIVE NW
GIG HARBOR, WA 98335

SUBJECT: CONSTRUCTION PRODUCTS INTERNATIONAL EXPORT, INC.
Ref. Number: L10575

We have received your document for **CONSTRUCTION PRODUCTS INTERNATIONAL EXPORT, INC.** and check(s) totaling \$35.00. However, the document has not been filed and is being retained in this office for the following reason(s):

There is a balance due of \$35.00. Refer to the attached fee schedule for the breakdown of fees. Please return a copy of this letter to ensure your money is properly credited.

CORPORATIONS BASIC FEES

Profit and NonProfit
Florida & Foreign Corp.

Filing Fees	\$35.00
Registered Agent	
Designation	\$35.00
Certified Copy	\$8.75

Certified Copy of any record \$8.75
plus a \$1 per page over 8 pages not to exceed \$52.50

Reinstatement
Profit corp. \$600.00
Non Profit Corps. \$175.00
Annual Report \$61.25
plus Supplemental Fee of \$88.75 (profits only)

Articles of Correction	\$35.00
Revocation of Dissolution	\$35.00
Dissolution & Withdrawal	\$35.00

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Amendment of any record	\$35.00
Certificate of Status	\$ 8.75
Foreign Name Registration	\$87.50
Foreign Name Renewal	\$87.50
Merger	\$35.00 for each party
Substitute Service of process (Chapter 48)	\$8.75
Registered Agent Change	\$35.00
Registered Agent Resignations	
Active Corporations	\$87.50
Inactive Corporations	\$35.00
Resignation of Officer/Director	\$35.00
Trade & Service Marks	\$87.50 per class
Trade & Service Marks Renewals	\$87.50 per class
Trade & Service Mark Assignments	\$50.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6957.

Doug Spidler
Document Specialist

Letter Number: 799A00031345

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, F.S.

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

<u>Name</u>	<u>Jurisdiction</u>
Construction Products International, Inc.	Nevada

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

<u>Name</u>	<u>Jurisdiction</u>
Construction Products International Export, Inc.	Florida

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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 / / (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

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 _____

The Plan of Merger was adopted by the board of directors of the surviving corporation on 3-24-99 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 _____

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on 3-24-99 and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

CONSTRUCTION PRODUCTS

International Export, INC

~~_____~~

KEVIN W. KIRKPATRICK, PROSECUTOR

Construction Products

International inc

For info

KEVIN W. KIRKPATRICK PRES

ARTICLES AND PLAN OF MERGER

These Articles and Plan of Merger (hereinafter referred to as the "Plan") are adopted and agreed to as of this 24th day of March, 1999, by and between Construction Products International, Inc. a Nevada Corp (hereinafter referred to as "NEVADA"), Construction Products International Export, Inc. a Florida corporation (hereinafter referred to as "FLORIDA"). Together, NEVADA and FLORIDA are hereinafter sometimes referred to as the "Constituent Corporations."

WHEREAS, the respective Boards of Directors of the Constituent Corporations deem it advisable for the mutual benefit of the Constituent Corporations and the mutual benefit of the shareholders of the Constituent Corporations that FLORIDA be merged with and into the NEVADA in accordance with the provision of the Corporation Law of the State of Nevada and FLORIDA upon the terms and conditions hereinafter provided (the "Merger"), and such Board of Directors and stockholders have approved and adopted this Plan.

NOW, THEREFORE, in consideration of the premises and of the mutual agreements, provisions and covenants contained herein, the Constituent Corporations adopt and agree to this plan and prescribe the terms and conditions of the Merger and the mode of carrying the same into effect as follows:

ARTICLE I. MERGER

1.1 THE Merger shall be effective upon the issuance of a Certificate of Merger by the Nevada Secretary of State with respect thereto (sometimes hereinafter referred to as the "Effective Time"), at which time the Constituent Corporations shall be merge and become a single corporation.

1.2 NEVADA shall be the surviving corporation and shall succeed to all the rights, privileges, immunities, franchises, debts, due, liabilities, obligations and powers of FLORIDA and shall continue to subject to all the duties and liabilities of a corporation organized under the Corporation Law of the State of Nevada (hereinafter, NEVADA will sometimes be referred to as the "Surviving Corporation" as of the Effective Time or thereafter).

1.3 The effect of the Merger shall be as provided in the applicable provisions of the Corporation Law of the State of Nevada.

ARTICLE II SURVIVING CORPORATION

2.1 The Certificate of Incorporation of Nevada as amended and restated to read as set forth in Attachment A hereto shall be in full force and effect as the Certificate of incorporation of the Surviving corporation, until it shall be further amended in accordance with law.

2.2 The Bylaws of NEVADA as amended and restated to read as set forth in

Attachment B hereto, shall be in full force and effect as the Bylaws of the Surviving Corporation until they shall thereafter be further amended in accordance with law.

2.3 The officers and Board of Directors of the Surviving Corporation shall be:

Directors: Kevin W. Kirkpatrick, Don Bergman and Tal J. Brammer

Officers: Kevin W. Kirkpatrick and Don Bergman

Such persons shall serve in such positions until their successors are duly elected and qualified under the provisions of the Bylaws of the Surviving Corporation, or until their earlier death, resignation or removal.

ARTICLE III. EFFECT OF MERGER AND INVESTMENT UPON THE SHARES OF THE CONSTITUENT CORPORATIONS

3.1 (a) *Conversion of NEVADA Shares.* As of the Effective Time, all of the shares of NEVADA common stock (the "Old NEVADA Stock"), \$0.001 par value, issued and outstanding prior to the Effective Time shall be converted into and become as a matter of law and without any action on the part of the holder thereof 10 shares of the Surviving Stock (the "NEVADA Shares"). At the Effective Time, the former stockholder of record of the Old NEVADA Stock shall receive that number of the shares of the Surviving Stock.

(b) *Conversion of FLORIDA Shares.* As of the Effective Time, all of the shares of FLORIDA common stock (the "Old FLORIDA Stock"), \$0.01 par value, issued and outstanding prior to the Effective Time shall be converted into and become as a matter of law and without any action on the part of the holder thereof 12,914,306 shares of the Surviving Stock (the "NEVADA Shares"). At the Effective Time, each former stockholder of record of the Old FLORIDA Stock shall receive the same number of the shares of the Surviving Stock as they previously owned.

(c) As a result of paragraphs 3.1(a) and 3.1(b), the stockholders of the Surviving Corporation shall be as follows:

<u>Name</u>	<u>Surviving Corporation</u>	
	<u>Shares</u>	<u>%</u>
FLORIDA	12,914,306	100
Current Shareholders of NEVADA	10	0
Total	12,914,316	100

3.2 Within ten (10) days after execution of this Agreement, the Surviving Corporation shall cause a Certificate of Merger to be issued by the Nevada Secretary of

State.

3.3 As of the Effective Time, the retained earnings of the Surviving Corporation shall be increased by the stated capital, capital surplus and retained earnings, if any, of FLORIDA.

3.4 Upon receipt of certificates representing the shares of NEVADA and FLORIDA common stock issued and outstanding immediately prior to the Effective Time, NEVADA shall cause a certificate representing the number of shares of the Surviving Corporation stock which such holder is entitled to receive respectively.

ARTICLE IV. TERMINATION

4.1 This Agreement may be terminated at any time prior to the Effective Time:

(a) by the mutual consent of the parties; or

(b) by either NEVADA or FLORIDA if any permanent injunction or other order of a court or other competent Governmental Authority preventing the consummation of the Merger shall have become final and non-appealable.

4.2 In the event of the termination, this Agreement shall become void and have no effect, without any liability on the part of any part or its directors, officers or stockholders.

ARTICLE V. MISCELLANEOUS

5.1 The Surviving Corporation shall cause the Surviving Stock to become eligible for the trading on the OTC Bulletin Board as soon as practicable following the Effective Time. In the event that such common stock does not become so eligible for trading, each of the holders of shares of the Old NEVADA Stock at the Effective Time shall surrender to the Surviving Corporation all shares of the Surviving Corporation's common stock received under Section 3.1 for cancellation.

5.2 This Plan shall be construed and interpreted according to the laws of the State of Nevada.

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5.3 This Plan may be executed in any number of counterparts, each of which shall be deemed an original and all of which taken together shall constitute one and the same

instrument.

IN WITNESS WHEREOF, NEVADA and FLORIDA have caused their respective corporate seals to be hereunto affixed and these presents to be signed by their respective officers thereunto duly authorized, all as of the day and year first above written.

CONSTRUCTION PRODUCTS
INTERNATIONAL EXPORT, INC.,
A FLORIDA CORPORATION

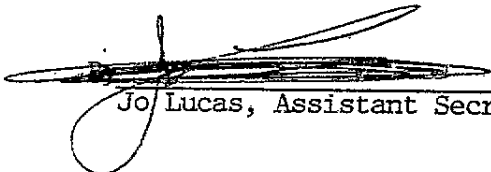
By: 
KEVIN W. KIRKPATRICK, President

CONSTRUCTION PRODUCTS
INTERNATIONAL, INC.,
A NEVADA CORPORATION

By: 
KEVIN W. KIRKPATRICK, President

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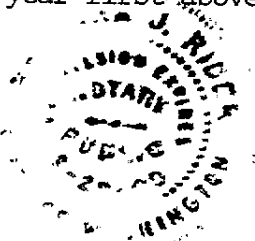
Attest:


Jo Lucas, Assistant Secretary

State of Washington
County of Pierce

On this 31st day of March 1999, before me personally appeared Kevin W. Kirkpatrick and Jo Lucas to me known to be the President and Assistant Secretary of the corporation that executed the within and foregoing instrument, and acknowledged the said instrument to be the free and voluntary act and deed of said corporation, for the uses and purposes therein mentioned and on oath stated that they were authorized to execute said instrument and that the seal affixed hereto (if any) is the corporate seal of said corporation.

In witness whereof, I have hereunto set my hand and affixed my Official Seal the day and year first above written.




Notary Public State of Washington
Expiration date 8-29-00