

L21875

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Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL, 32314

February 16, 2001

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RE: Merger of Gold Dream Investments, Inc., a Florida corporation
with E-Electronix, Inc., a Nevada corporation

Dear Sir/Madam:

We now enclose the following regarding the above noted filing:


1. Articles of Merger;
2. Plan of Merger;
3. check in the amount of \$87.50 representing \$35.00 filing fee for each party and \$8.75 for certified copies for each party.

We would kindly ask that you file our enclosed documents and provide thereafter with a Certificate of Merger to prove completion of same.

Thank you for your assistance.

Yours very truly,

SMEJDA & MCFARLAND, LLP.


Dennis J. O'Connor

merger
2-26-01
PJS

FILED
01 FEB 22 AM 10:16
CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

GOLD DREAM INVESTMENTS, INC., a Florida corporation, L21875

INTO

E-ELECTRONIX, INC., a Nevada corporation not qualified in Florida

File date: February 22, 2001

Corporate Specialist: Doug Spittler

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:

Name

Jurisdiction

E-Electronix, Inc.

Nevada

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

Name

Jurisdiction

Gold Dream Investments, Inc.

Florida

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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 ____/____/____ (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 December 27, 2000

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 December 29, 2000

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)

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

E-Electronix, Inc.

Gerardo Perez, President

Gold Dream Investments, Inc.

J. Henley, President

PLAN OF MERGER

(Non Subsidiaries)

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 are:

Name

Jurisdiction

E-Electronix, Inc.

Nevada

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

Name

Jurisdiction

Gold Dream Investments, Inc.

Florida

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

On the effective date of the merger, the separate existence of Gold Dream Investments, Inc., a Florida corporation, (the "merging corporation") shall cease, and E-Electronix, Inc., a Nevada corporation ("the surviving corporation") shall succeed to all rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the merging corporation, without the necessity for any separate transfer. The surviving corporation shall thereafter be responsible and liable for all liabilities and obligations of the merging corporation, and neither the rights of creditors nor any liens on the property of the merging corporation shall be impaired by the merger.

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 are as follows:

(Attach additional sheets if necessary)

Fourth: re Conversion of Shares

- (a) For each 1 share valued at one dollar (\$1) par value per common voting and non-voting and preferred stock of the merging corporation issued and outstanding on the effective date of the merger shall be converted into 1 share valued at one dollar (\$1) par value common voting and non-voting stock of the surviving corporation, which shares of stock of the surviving corporation shall thereupon be issued and outstanding. However, in no event shall fractional shares of the surviving corporation be issued. In lieu of the issuance of fractional shares to which any holder of the stock of the merging corporation would otherwise be entitled as a result of the conversion, a payment in cash shall be made equal to the value of such fraction, based on the market value of the stock on the effective date of the merger.
- (b) The conversion shall be effected as follows: After the effective date of the merger, each holder of certificates for shares of stock in the merging corporation shall surrender them to the surviving corporation or its duly appointed agent, in such manner as the surviving corporation shall legally require. On receipt of such share certificates, the surviving corporation shall issue and exchange therefore certificates for shares of stock to which such holder is entitled as provided above. The surviving corporation shall issue to an agent for the holders otherwise entitled to fractional share interests, a certificate for the number of whole shares representing the aggregate of such fractional share interests, and the agent shall sell such whole shares and pay over the proceeds to the stockholders entitled thereto in proportion to their fractional share interests.
- (c) Holders of certificates of common stock of the merging corporation shall not be entitled to dividends payable on shares of stock in the surviving corporation until certificates have been issued to such stockholders. Thereafter, each such stockholder shall be entitled to receive any dividends on shares of stock of the surviving corporation issuable to them hereunder which may have been declared and paid between the effective date of the merger and the issuance to such stockholder of the certificate for shares in the surviving corporation.

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached as an exhibit:

The articles of incorporation of the surviving corporation shall be the articles of incorporation filed with the Nevada Secretary of State.

(a) Changes in Bylaws. The bylaws of the surviving corporation shall continue to be its bylaws following the effective date of the merger.

(b) Directors and Officers. The directors and officers of the surviving corporation shall continue as the directors and officers of the surviving corporation for the full unexpired terms of their

OR offices and until their successors have been elected or appointed and qualified.

Restated articles are attached:

Other provisions relating to the merger are as follows:

(a) Prohibited Transactions. Neither of the constituent corporations shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the merging and surviving corporations may take all action necessary or appropriate under the laws of the State of Florida to consummate this merger.