

P000000067102

Florida Department of State  
Division of Corporations  
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DIVISION OF CORPORATIONS

## MERGER OR SHARE EXCHANGE

Morgan Beaumont, Inc. (a Nevada Corp.)

Certificate of Status	0
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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*7/30/04  
Morgan  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**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:

Name	Jurisdiction	Document Number (If known/ applicable)	EFFECTIVE DATE
PAN AMERICAN ENERGY CORP.	NEVADA	C14826-2000	8/6/04

Second: The name and jurisdiction of each merging corporation:

Name	Jurisdiction	Document Number (If known/ applicable)
MORGAN BEAUMONT, INC.	FLORIDA	P00000067102

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 / 08 / 06 / 04 (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 MAY 10, 2004

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 MAY 10, 2004

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)

7/29/04  
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**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

**Morgan Beaumont, Inc.**

Cliff Wides, C.E.O.

**Pan American Energy Corp.**

**Scott Houghton, President**

9/17/04

## **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:

<u>Name</u>	<u>Jurisdiction</u>
Pan American Energy Corp.	Nevada

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

<u>Name</u>	<u>Jurisdiction</u>
Morgan Beaumont, Inc.	Florida

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

1. Currency of all of Pan American's reports required to be filed under the Securities Exchange Act of 1934, as amended; 2. approval of the name change, reverse split and appointment of directors by the holders of common stock of Pan American; 3. Pan American entering into employment agreements with certain key individuals; 4. the issuance of 13,000,000 shares of common stock of Pan American for all the shares of common stock of Morgan; 5. no injunction or litigation commenced regarding the Merger; 6. the resignation of the current directors and officers of Pan American and Morgan; 7. the appointment of the current Board of Directors of Morgan as the new directors of Pan American; 8. Pan American's share capital being approximately 27,000,000 shares of common stock at the time of the Closing; 9. officer's certificates be provided; 10. Pan American having no undisclosed liabilities at the time of Closing; and 11. approval of the Merger Agreement by at least 65% of the holders of common stock of Morgan.

**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:

Every 7.8513 shares of common stock of Morgan outstanding will be converted automatically into one share of Pan American. Approximately 13,000,000 shares of Pan American will be issued for all the shares of Morgan.

*(Attach additional sheets if necessary)*

7/15/04  
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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:

Amendments to the Articles of Incorporation of the surviving corporation is stated below - see "Other provisions relating to the merger."

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

Amendments to the Articles of Incorporation of the surviving corporation is as follows:

1. NAME OF CORPORATION: "Morgan Beaumont, Inc."

7/25/04