

**CS** **PO1000071473**

ACCOUNT NO. : 072100000032

REFERENCE : 070401 4301763

AUTHORIZATION : *Patricia Pigato*

COST LIMIT : \$ 78.75

ORDER DATE : October 18, 2001

ORDER TIME : 1:0 PM

ORDER NO. : 070401-005

CUSTOMER NO: 4301763

CUSTOMER: Ms. Donna Pekarsky  
Jenkins & Gilchrist Parker  
The Chrysler Building  
405 Lexington Avenue  
New York, NY 10174

*mercer*  
FILED  
01 OCT 18 PM 4:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

900004642359--7

INTERAMERICAN ACQUISITION  
CORP.

INTO

SOVEREIGN RESOURCES, INC.

RECEIVED  
01 OCT 18 PM 1:38  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Norma Hull

EXAMINER'S INITIALS:

*NR*  
10/18/01

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

INTERAMERICAN ACQUISITION CORP., a Florida corporation P01000100399

INTO

**SOVEREIGN RESOURCES, INC.**, a Florida entity, P01000071473

File date: October 18, 2001

Corporate Specialist: Annette Ramsey

Account number: 072100000032

Amount charged: 78.75

**ARTICLES OF MERGER  
OF  
INTERAMERICAN ACQUISITION CORP.  
INTO  
SOVEREIGN RESOURCES, INC.**

**FILED**  
**01 OCT 18 PM 4:15**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

To the Secretary of State  
State of Florida


Pursuant to the provisions of the Florida Business Corporation Act, the domestic corporations herein named do hereby adopt the following articles of merger.

(a) Pursuant to the provisions of Section 607.1103 of the Florida Business Corporation Act, annexed hereto and made a part hereof is the Plan of Merger for merging InterAmerican Acquisition Corp. with and into Sovereign Resources, Inc., as approved and adopted by written consent of the Board of Directors of InterAmerican Resources, Inc., the sole shareholder of InterAmerican Acquisition Corp. on October 15, 2001, and approved and adopted at a meeting of the shareholders of Sovereign Resources, Inc., on October 15, 2001, in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.


(b) Sovereign Resources, Inc., will continue its existence as the surviving corporation under its present name pursuant to the provisions of the Florida Business Corporation Act.

Executed on October 15, 2001

**INTERAMERICAN ACQUISITION CORP.**

By:   
Name: Allan Smith  
Title: President

**SOVEREIGN RESOURCES, INC.**

By:   
Name: Larry Skulnick  
Title: President

**PLAN OF MERGER** (the "Plan of Merger") adopted by the Board of Directors of InterAmerican Resources, Inc., a Florida corporation, the sole shareholder of InterAmerican Acquisition Corp., a Florida corporation, on October 15, 2001 and adopted by Sovereign Resources, Inc., a Florida corporation, by resolution of its Board of Directors on October 15, 2001 and approved by vote of its shareholders on October 15, 2001.

1. The names of the corporations planning to merge are InterAmerican Acquisition Corp., a Florida corporation, and Sovereign Resources, Inc., a Florida corporation. The name of the surviving corporation into which InterAmerican Acquisition Corp. plans to merge is Sovereign Resources, Inc.

2. InterAmerican Acquisition Corp. and Sovereign Resources, Inc. shall, pursuant to the provisions of the Florida Business Corporation Act, be merged with and into Sovereign Resources, Inc., which shall be the surviving corporation at the effective time and date of the merger and which is sometimes hereinafter referred to as the "Surviving Corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provision of the Florida Business Corporation Act. The separate existence of InterAmerican Acquisition Corp., which is sometimes hereinafter referred to as the "Non-Surviving Corporation", shall cease at the effective time and date of the merger in accordance with the provisions of the Florida Business Corporation Act.

3. The Articles of Incorporation, of the Surviving Corporation at the effective time and date of the merger shall be the Articles of Incorporation of said Surviving Corporation and said Articles of Incorporation shall continue in full force and effect until further amended and changed in the manner prescribed by the provisions of the Florida Business Corporation Act.

4. The present bylaws of the Surviving Corporation will be the bylaws of said 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 Florida Business Corporation Act.

5. As of the effective time and date of the merger and without any action on the part of any holder thereof:

- (i) Each share of common stock, \$1.0 par value, of Sovereign Resources, Inc. ("Company Common Stock") issued and outstanding immediately prior to the effective time and date of the merger shall be converted into 3,904,000 shares of common stock, \$.0005 par value, of InterAmerican Resources, Inc., a Florida corporation ("Parent Common Stock"), the sole shareholder of InterAmerican Acquisition Corp.
- (ii) Each share of Company Common Stock issued and held immediately prior to the effective time and date of the merger in the treasury of Sovereign Resources, Inc. shall be canceled and retired without payment of any consideration therefor and shall cease to exist.
- (iii) Each share of common stock, \$.01 par value, of InterAmerican Acquisition Corp., issued outstanding immediately prior to the effective time and date of the merger shall be converted into one share of common stock, \$1.0 par value, of the Surviving Corporation.

6. The Plan of Merger herein made and approved shall be submitted to the shareholders of the Surviving Corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act.

7. In the event that the Plan of Merger shall have been approved by the Board of Directors of InterAmerican Resources, Inc., the sole shareholder of the Non-Surviving Corporation entitled to vote thereon and by the shareholders entitled to vote of the Surviving Corporation entitled to vote thereon in the manner prescribed by the provisions of the Florida Business Corporation Act, the Non-Surviving Corporation and the Surviving Corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the Non-Surviving corporation and the Board of Directors and the proper officers of the Surviving Corporation, respectively, are hereby authorized and empowered to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents, which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.