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Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE
WESTERN SILVER-LEAD CORPORATION

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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)
<u>WESTERN SILVER-LEAD CORPORATION</u>	<u>FLORIDA</u>	<u>P02000001780</u>

Second: The name and jurisdiction of each merging corporation:

Name	Jurisdiction	Document Number (If known/ applicable)
<u>WESTERN SILVER-LEAD CORPORATION</u>	<u>IDAHO</u>	<u>C23380</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
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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 AUGUST 16, 2002.

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 AUGUST 16, 2002.

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)

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PLAN OF MERGER
(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the parent corporation owning 100 percent of the outstanding shares of each class of the subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>
Western Silver-Lead Corporation	Idaho

The name and jurisdiction of the subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>
Western Silver-Lead Corporation	Florida

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent 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, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

Hereinafter, Western Silver-Lead Corporation, an Idaho corporation is defined as the "Idaho Corporation", and Western Silver-Lead Corporation, a Florida corporation is defined as the "Florida Corporation".

Each shareholder of the Idaho Corporation's class A common stock, par value \$0.001, shall receive one share of common stock, par value \$0.001, of the Florida Corporation. Each shareholder of the Idaho Corporation's class B common stock, par value \$0.001, shall receive one share of class B common stock, par value \$0.001, the Florida Corporation.

The merger is between the parent and the subsidiary corporation and the parent is not the surviving corporation. A provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

Each certificate evidencing the issued and outstanding common stock of the Idaho Corporation will represent an equal number of shares of common stock of the Florida Corporation and need not be surrendered for cancellation and reissuance. The Florida Corporation, as the surviving corporation, shall assume all obligations of the Idaho Corporation upon the filing of this Article of Merger.

Dated: September 23, 2003
Signature: Richard Rubin
Type Name: Richard Rubin
Capacity: Secretary and Director
Western Silver-Lead Corporation
Idaho Corporation

Dated: September 23, 2003
Signature: Ivo Heiden
Type Name: Ivo Heiden
Capacity: Vice President and Director
Western Silver-Lead Corporation
Florida Corporation

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