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## MERGER OR SHARE EXCHANGE

FOX RIVER GROUP, INC.

Certificate of Status	0
Certified Copy	1
Page Count	02
Estimated Charge	\$78.75

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*Merger*  
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**ARTICLES AND PLAN OF MERGER**  
**OF**  
**FINDENT ENGINEERING SECURITY LTD.**  
**(Incorporated: Ontario, Canada)**  
**WITH AND INTO**  
**FOX RIVER GROUP, INC.**  
**(a Florida corporation)**

FILED  
04 MAY 26 PM 5:00  
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Pursuant to Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations adopt the following Articles of Merger:

**FIRST:** The plan of merger is as follows:

1. **Merger.** FINDENT ENGINEERING SECURITY LTD., a Ontario, Canada, corporation ("CANADA"), shall be merged (the "Merger") with and into FOX RIVER GROUP, INC., a Florida corporation bearing Document Number P04000058810 ("FLORIDA"). FLORIDA and CANADA are sometimes hereinafter collectively referred to as the "Constituent Corporations." FLORIDA shall be the surviving corporation of the Merger (the "Surviving Corporation") effective upon the date when these Articles of Merger are filed with the Secretary of the State of Florida and the Articles of Merger are filed with the Secretary of the Province of Ontario (the "Effective Date").

2. **Articles of Incorporation and By-Laws.** The Articles of Incorporation and the By-Laws of FLORIDA shall be the Articles of Incorporation and By-Laws of the Surviving Corporation.

3. **Succession.** On the Effective Date, FLORIDA shall continue its corporate existence under the laws of the State of Florida, and the separate existence and corporate organization of CANADA, except insofar as it may be continued by operation of law, shall be terminated and cease.

4. **Conversion of Common Stock.** On the Effective Date, by virtue of the Merger and without any further action on the part of the Constituent Corporations or their shareholders, each outstanding share of CANADA's common stock and associated stock purchase rights shall be converted at the Effective Date of the Merger into the right to receive FIVE POINT FOUR ONE EIGHT (5.541837) fully paid and non-assessable restricted share(s) of FLORIDA common stock, \$.0001 par value, pursuant to the Agreement and Plan of Merger (the 'Plan of Merger') between FLORIDA and CANADA. Each share of common stock of FLORIDA issued and outstanding prior to the Effective Date shall remain outstanding.

**SECOND:** The Effective Date of the Merger is the date upon which these Articles of Merger are filed with the Secretary of the State of Florida and the Articles of Merger is filed with the Secretary of the Province of Ontario, Canada.

**THIRD:** The Plan of Merger was adopted by FLORIDA's Board of Directors by Unanimous Written Consent dated May 17, 2004, and by CANADA's Board of Directors by unanimous written consent dated May 17, 2004. Approval by CANADA's Shareholders was obtained by written consent of a majority of its shareholders as required under CANADA law. Approval by FLORIDA's Shareholders was not required pursuant to Section 607.1103(7) of the Florida Business Corporation Act.

Signed this 17<sup>th</sup> day of May 2004.

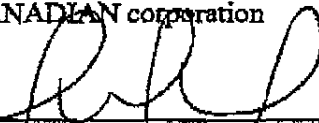
FOX RIVER GROUP, INC.

a Florida corporation

By:   
Name: Richard Muller  
Title: President

FINDENT ENGINEERING SECURITY, LTD.

a CANADIAN corporation

By:   
Name: Sandy Winick  
Title: Director