

P05000029697

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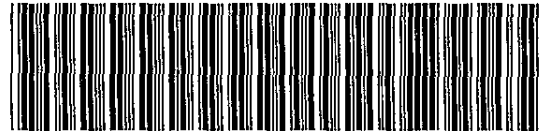
(Business Entity Name)

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DIVISION OF CORPORATIONS
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TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: BLACK GOLD GAS & OIL, INC.
(Name of surviving corporation)

The enclosed merger and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

MICHAEL MCGEENEY
(Name of person)

BLACK GOLD GAS & OIL, INC.
(Name of firm/company)

7154 N. UNIVERSITY DRIVE SUITE 262
(Address)

TAMARAC, FL 33321
(City/state and zip code)

For further information concerning this matter, please call:

MR. RONALD OBGARTEN at (954) 721-2737 m (561)-310-0236
(Name of person) (Area code & daytime telephone number)

☒ Certified copy (optional) \$8.75 (plus \$1 per page for each page over 8, not to exceed a maximum of \$52.50; please send an additional copy of your document if a certified copy is requested)

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

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:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
BLACK GOLD GAS & OIL, INC.	FLORIDA	P05000029697

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
FIRST PIONEER MAINTENANCE & SUPPLIES INC.	ONTARIO, CANADA	1104842

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 MARCH 1, 2005

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 MARCH 1, 2005

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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Typed or Printed Name of Individual & Title

MICHAEL MCGEENEY, PRESIDENT

MARVIN WINICK, PRESIDENT

& SUPPLIES INC.

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:

Name

Jurisdiction

BLACK GOLD GAS & OIL, INC.

FLORIDA

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

Name

Jurisdiction

FIRST PIONEER MAINTENANCE &

SUPPLIES INC.

ONTARIO, CANADA

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

A MAJORITY OF THE SHAREHOLDERS AGREE TO MERGE BOTH BLACK GOLD GAS & OIL, INC. ("BG") AND FIRST PIONEER MAINTENANCE & SUPPLIES INC. ("FP"), LEAVING BG AS THE SURVIVING CORPORATION IN THE STATE OF FLORIDA. IT IS FURTHER AGREED THAT THE SHAREHOLDERS OF FP WILL EXCHANGE THEIR SHARES FOR SHARES OF BG AT THE RATE OF ONE SHARE OF FP FOR ONE SHARE OF BG.

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)

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:

NOT APPLICABLE

OR

Restated articles are attached:

NOT APPLICABLE

Other provisions relating to the merger are as follows:

NOT APPLICABLE