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Division of Corporations

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To: Division of Corporations
Fax Number : (850) 617-6380

From: Account Name : JEAN-PIERRE & JEAN-PIERRE, LLC
Account Number : 120070000128
Phone : (561) 305-5527
Fax Number : (561) 634-2132

ATTN: Annette

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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MERGER OR SHARE EXCHANGE

GREAT NORTHERN OILSANDS, INC.

Certificate of Status	0
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TALLAHASSEE, FLORIDA

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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: GREAT NORTHERN OILSANDS, INC.
(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

BOBBY THOMAS
(Contact Person)

GREAT NORTHERN OILSANDS, INC.
(Firm/Company)

207 JASMINE LANE
(Address)

LONGWOOD FL 32779
(City/State and Zip Code)

For further information concerning this matter, please call:

GUY M JEAN-PIERRE At (561) 305-5527
(Name of Contact Person) (Area Code & Daytime Telephone Number)

☒ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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ARTICLES OF MERGER
(Profit Corporations)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
GREAT NORTHERN OILSANDS, INC.	NEVADA	

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
NEW ASIA GOLD CORPORATION	FLORIDA	P08000023972

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 after merger file date.)

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 April 15, 2008.

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 April 15, 2008.

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)

Seventh: SIGNATURES FOR EACH CORPORATION

[illegible]

PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, 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>
<u>GREAT NORTHERN OILSANDS, INC.</u>	<u>NEVADA</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>NEW ASIA GOLD CORPORATION</u>	<u>FLORIDA</u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
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Third: The terms and conditions of the merger are as follows:

New Asia Gold Corporation, a Florida corporation (the "Merged Entity"), will merge with and into Great Northern Oil Sands, Inc., a Nevada corporation and the surviving corporation (the "Surviving Corporation"). As consideration for the acquisition, the Surviving Corporation will issue approximately 30,000,000 shares of common stock to the sole shareholder of the Merged Entity.

Immediately following the merger, the Surviving Corporation will, inter alia, appoint new officers and directors, convert to a Florida Corporation and change the name of the Surviving Corporation to New Asia Gold Corporation.

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:

As consideration for the acquisition, the Surviving Corporation will issue approximately 30,000,000 shares of common stock to the sole shareholder of the Merged Entity.

(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:

OR

Restated articles are attached:

Other provisions relating to the merger are as follows: