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Division of Corporations

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Florida Department of State
Division of Corporations
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To:

Division of Corporations
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From:

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Phone : (845) 425-0077
Fax Number : (845) 818-3588

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MERGER OR SHARE EXCHANGE

Titan Oil & Gas, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$70.00

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TALLAHASSEE, FLORIDA

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Merger
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TALLAHASSEE, FLORIDA

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, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Titan Oil & Gas, Inc.</u>	<u>Nevada</u>	<u></u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>XtraSafe, Inc.</u>	<u>Florida</u>	<u>P08000055074</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 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 .

The Plan of Merger was adopted by the board of directors of the surviving corporation on 5/4/2010 and shareholder approval was not required.

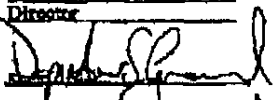
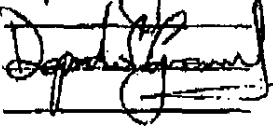
Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on 4/19/2010.

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

<u>Name of Corporation</u>	<u>Signature of an Officer or Director</u>	<u>Typed or Printed Name of Individual & Title</u>
<u>Titan Oil & Gas, Inc.</u>		<u>Depinder Grewal - President</u>
<u>XtraSafe, Inc.</u>		<u>Depinder Grewal - President</u>
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AGREEMENT AND PLAN OF MERGER
OF
XTRASAFE, INC.
(a Florida corporation)
AND
TITAN OIL & GAS INC.
(a Nevada corporation)

AGREEMENT AND PLAN OF MERGER entered into on May 4, 2010 by Xtrasafe, Inc., a Florida corporation ("Xtrasafe"), and approved by resolution adopted by its Board of Directors on April 19, 2010 and entered into on May 4, 2010, by Titan Oil & Gas Inc., a Nevada corporation ("Titan"), and approved by resolution adopted by its Board of Directors May 4, 2010.

WHEREAS, Xtrasafe is a business corporation of the State of Florida;

WHEREAS, Titan is a business corporation of the State of Nevada;

WHEREAS, Titan is the wholly-owned subsidiary of Xtrasafe;

WHEREAS, the Florida Business Corporation Act permits a merger of a business corporation of the State of Florida with and into a business corporation of another jurisdiction;

WHEREAS, Xtrasafe does not intend to carry on any business except the business necessary to wind up and liquidate its business and affairs by means of a merger with and into a business corporation of the State of Nevada; and

WHEREAS, Xtrasafe and Titan and the respective Boards of Directors thereof declare it advisable and to the advantage, welfare, and best interests of said corporations and their respective stockholders to merge Xtrasafe with and into Titan (the "Merger") pursuant to the provisions of the Florida Business Corporation Act and pursuant to the provisions of the Nevada Revised Statutes upon the terms and conditions hereinafter set forth;

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, being thereunto duly entered into by Xtrasafe and approved by a resolution adopted by its Board of Directors and being thereunto duly entered into by Titan and approved by a resolution adopted by its Board of Directors, the Merger and the terms and conditions thereof and the mode of carrying the same into effect, are hereby determined and agreed upon as hereinafter in this Agreement and Plan of Merger set forth.

1. Xtrasafe shall, pursuant to the provisions of the Florida Business Corporation Act and to the provisions of the Nevada Revised Statutes, be merged with and into Titan, which shall be the surviving corporation from and after the effective time 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 the name Titan pursuant to the provisions of the Nevada Revised Statutes. The separate existence of Xtrasafe, which is sometimes hereinafter referred to as the "terminating corporation", shall cease at said effective time in accordance with the provisions of the Florida Business Corporation Act.

2. The present Articles of Incorporation of the surviving corporation will be the Articles of Incorporation of the 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 Nevada Revised Statutes.

3. The present By-Laws of the surviving corporation will be the By-Laws 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 Nevada Revised Statutes.

4. The directors and officers in office of the surviving corporation at the effective time of the Merger shall be the members of the Board of Directors and the officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the by-laws of the surviving corporation.

5. Each issued share of the common stock of the terminating corporation shall, from and after the effective time of the Merger, be converted into one (1) share of the common stock of the surviving corporation. The surviving corporation shall not issue any certificate or scrip representing a fractional share of common stock but shall instead issue one (1) full share for any fractional interest arising from the Merger.

6. Stockholders of the terminating corporation shall continue to have rights to notices, distributions or voting with respect to the surviving corporation, and shall receive certificates representing shares of the surviving corporation upon tender of certificates representing shares of the terminating corporation for exchange.

7. Except to the extent otherwise provided in the terms of outstanding options, warrants or other rights to purchase, or securities convertible into or exchangeable for common stock of the terminating corporation, each outstanding option, warrant or other right to purchase, and each outstanding security convertible into or exchangeable for common stock shall be converted into an option, warrant or other right to purchase, or security convertible into or exchangeable for common stock of the surviving corporation on the basis of one (1) share of the common stock of the surviving corporation for each share of common stock of the terminating corporation. The exercise price or conversion ratio set forth in such option, warrant or other right to purchase, or security convertible into or exchangeable for common stock of the surviving corporation shall be ratably adjusted so that the total exercise or conversion price shall be the same as under the option, warrant, or other right to purchase, or security convertible into or exchangeable for common stock of the terminating corporation.

8. In the event that this Agreement and Plan of Merger shall have been fully approved and adopted upon behalf of the terminating corporation in accordance with the provisions of the Florida Business Corporation Act and upon behalf of the surviving corporation in accordance with the provisions of the Nevada Revised Statutes, the said corporations agree that they will cause to be executed and filed and recorded any document or documents prescribed by the laws of the State of Florida and by the laws of the State of Nevada, and that they will cause to be performed all necessary acts within the State of Florida and the State of Nevada and elsewhere to effectuate the Merger herein provided for.

9. The Board of Directors and the proper officers of the terminating corporation and of the surviving corporation are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and 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 Agreement and Plan of Merger or of the Merger herein provided for.

10. The effective time of this Agreement and Plan of Merger, and the time at which the Merger herein agreed shall become effective in the State of Florida and the State of Nevada, shall be on the last to occur of:

(a) the approval of this Agreement and Plan of Merger by the stockholders of the terminating corporation in accordance with the Florida Business Corporation Act; or

(b) the date this Agreement and Plan of Merger, or a certificate of merger meeting the requirements

of the Nevada Revised Statutes, is filed with the Secretary of State of the State of Nevada; or

(c) the date this Agreement and Plan of Merger, or a certificate of merger meeting the requirements of the Florida Revised Statutes, is filed with the Secretary of State of the State of Florida.

11. Notwithstanding the full approval and adoption of this Agreement and Plan of Merger, the said Agreement and Plan of Merger may be terminated at any time prior to the filing thereof with the Secretary of State of the State of Nevada.

12. Notwithstanding the full approval and adoption of this Agreement and Plan of Merger, the said Agreement and Plan of Merger may be amended at any time and from time to time prior to the filing thereof with the Secretary of State of the State of Florida and at any time and from time to time prior to the filing of any requisite merger documents with the Secretary of State of the State of Nevada except that, without the approval of the stockholders of Xtrasafe and the stockholders of Titan Oil & Gas Inc., no such amendment may (a) change the rate of exchange for any shares of Xtrasafe or the types or amounts of consideration that will be distributed to the holders of the shares of stock of Xtrasafe; (b) any term of the Articles of Incorporation of the surviving corporation; or (c) adversely affect any of the rights of the stockholders of Xtrasafe or Titan Oil & Gas Inc.

IN WITNESS WHEREOF, this Agreement and Plan of Merger is hereby executed upon behalf of each of the constituent corporations parties hereto.

Dated: May 4, 2010

XTRASAFE, INC.,
a Florida corporation

By: /s/ Depinder Grewal
Name: Depinder Grewal
Title: President and Chief Executive Officer

TITAN OIL & GAS INC.,
a Nevada corporation

By: /s/ Depinder Grewal
Name: Depinder Grewal
Title: President and Chief Executive Officer