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MERGER OR SHARE EXCHANGE
Triton Alloys Corporation

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**ARTICLES OF MERGER
OF FOREIGN CORPORATION
INTO
TRITON ALLOYS CORPORATION**

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Pursuant to the provisions of Section 607.1105, Florida Statutes, the undersigned corporations, TRITON ALLOYS CORPORATION, a Florida corporation, and TRITON ALLOYS CORPORATION, a Pennsylvania corporation, adopt the following Articles of Merger for the purpose of merging TRITON ALLOYS CORPORATION, a Pennsylvania corporation, into TRITON ALLOYS CORPORATION, a Florida corporation.

1. The Agreement and Plan of Merger setting forth the terms and conditions of the merger of TRITON ALLOYS CORPORATION, a Pennsylvania corporation, with registered office located at 304 Weatherstone Drive, Paoli, PA 19301, into TRITON ALLOYS CORPORATION, a Florida corporation, with registered office located at 1415 Panther Lane, Suite 402, Naples, FL 34109, is attached to these Articles as Exhibit "A" hereto and incorporated herein by reference.

Adoption and Approval of Plan

2. The Shareholders and Directors of TRITON ALLOYS CORPORATION, a Pennsylvania corporation, voted in favor of, adopted and approved of these Articles of Merger pursuant to 15 Pa.C.S. §1924(a).

3. The Shareholders and Directors of TRITON ALLOYS CORPORATION, a Florida corporation voted in favor and approved of the adopted Plan of Merger at a special meeting of the Shareholders and Directors of TRITON ALLOYS CORPORATION, a Florida corporation, held on October 3, 2012, in accordance with applicable Florida law.

Effective Date

4. The Plan of Merger shall be effective upon the filing of these Articles of Merger with the Secretary of State of Pennsylvania and these Articles of Merger with the Secretary of State of Florida, together with evidence of their adoption as required by law, whichever occurs earlier.

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Foreign Law

5. The laws of the State of Pennsylvania, the jurisdiction of organization of TRITON ALLOYS CORPORATION, a Pennsylvania corporation, permit the merger contemplated by the Agreement and Plan of Merger, and the laws of the State of Pennsylvania have been complied with or, on fulfillment of all filing and recording requirements set forth by the applicable laws of the State of Pennsylvania, will have been complied with.

Registered Agent

6. The Registered Agent for the Surviving Entity shall be: Kenneth D. MacAlpine, whose address is 1415 Panther Lane, Suite 402, Naples, Florida 34109.

Surviving Entity

7. The surviving entity will be TRITON ALLOYS CORPORATION, 1415 Panther Lane, Suite 402, Naples, Florida 34109, Florida Document/Registration Number P12000090997.

IN WITNESS WHEREOF, each of the undersigned corporations has caused these Articles to be signed October 24, 2012.

TRITON ALLOYS CORPORATION,
a Pennsylvania corporation

By: Kenneth D. MacAlpine
KENNETH D. MacALPINE,
As Director and Shareholder

By: Sylvia C. Springer
SYLVIA C. SPRINGER,
As Director and Shareholder

TRITON ALLOYS CORPORATION,
a Florida corporation

By: Kenneth D. MacAlpine
KENNETH D. MacALPINE,
As Director and Shareholder

By: Sylvia C. Springer
SYLVIA C. SPRINGER,
As Director and Shareholder

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**AGREEMENT AND PLAN OF MERGER
BETWEEN
TRITON ALLOYS CORPORATION, A PENNSYLVANIA CORPORATION
AND TRITON ALLOYS CORPORATION, A FLORIDA CORPORATION**

This Agreement and Plan of Merger ("Agreement") is made pursuant to the relevant provisions of the Florida Business Corporation Act as of the 31st day of October, 2012, between TRITON ALLOYS CORPORATION, a Florida corporation (hereafter referred to as the "Surviving Corporation"), and TRITON ALLOYS CORPORATION, a Pennsylvania corporation (hereafter referred to as the "Merging Corporation").

RECITALS

WHEREAS, all of the Directors and Shareholders of the Surviving Corporation and the Merging Corporation have waived notice of special meetings of their respective companies as permitted by Florida and Pennsylvania law in order to review this Plan of Merger and consider whether it is in the best interest of the respective companies.

WHEREAS, all of the Directors and Shareholders of the Surviving Corporation deem it desirable and in the best interests of Surviving Corporation to enter into and approve this Agreement;

WHEREAS, all of the Directors and Shareholders of the Surviving Corporation have approved this Agreement and Plan of Merger as of the Effective Date, as evidenced by the signatures to this Agreement and to the unanimous written consents filed in the minutes of the Surviving Corporation;

WHEREAS, all of the Directors and Shareholders of the Merging Corporation deem it desirable and in the best interests of the Merging Corporation to enter into and approve this Agreement; and

WHEREAS, all of the Directors and Shareholders of the Merging Corporation have approved this Agreement and Plan of Merger as of the Effective Date, as evidenced by the signatures to this Agreement and the unanimous written consent filed in the minutes of the Merging Corporation;

NOW, THEREFORE, in consideration of the foregoing premises and in consideration of the mutual covenants and promises of the parties hereto, the Surviving Corporation and the Merging Corporation agree as follows:

1. Merger of the Companies.

In accordance with and pursuant to the Florida Business Corporation Act, and the Pennsylvania Business Corporation Law, the Merging Corporation shall be merged into the Surviving Corporation. The parties agree to prescribe the terms and conditions of such merger, the method of carrying it into effect, and the manner of converting the shares of the Merging Corporation into shares of the Surviving Corporation as hereinafter set forth.

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2. Shares to be Merged.

2.1 The total number of shares which the Merging Corporation is authorized to issue is One Hundred (100) shares. One Hundred Percent (100%) of the authorized shares are issued and outstanding.

2.2 The total number of shares which the Surviving Corporation is authorized to issue is One Hundred (100) shares. One Hundred Percent (100%) of the authorized shares are issued and outstanding.

2.3 The identity of shareholders and their relative percentage ownership of the Surviving Corporation and the Merging Corporation prior to the merger are as follows.

**SURVIVING
CORPORATION**

<u>Shareholders</u>	<u>Number of Shares</u>	<u>Percentage</u>
Kenneth D. MacAlpine	50	50%
Syliva D. Springer	50	50%

**MERGING
CORPORATION**

<u>Shareholders</u>	<u>Number of Shares</u>	<u>Percentage</u>
Kenneth D. MacAlpine	50	50%
Sylvia D. Springer	50	50%

3. Method of Converting Shares.

3.1 The manner and basis of converting the outstanding interests of each Corporation into interests of the Surviving Corporation are as follows:

(a) A one hundred percent (100%) interest in the Merging Corporation as it exists immediately prior to the merger will become a fifty percent (50%) interest in the Surviving Corporation on the effective date of the merger.

(b) A one hundred percent (100%) interest in the Surviving Corporation as it exists immediately prior to the merger will become a fifty percent (50%) interest in the Surviving Corporation on the effective date of the merger.

4. Surviving Entity.

When this agreement shall become effective, the separate corporate existence of the Merging Corporation shall cease, and the Surviving Corporation shall succeed, without other transfer, to all the rights and property of the Merging Corporation, and shall be subject to all the debts and liabilities of the Merging Corporation in the same manner as if the Surviving Corporation had itself incurred them. All rights of creditors and all liens on the property of each

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constituent Corporation shall be preserved unimpaired, limited in lien to the property affected by the liens immediately prior to the merger.

5. **Merger Permitted Under the Laws of Florida and Pennsylvania.**

This merger is permitted under the relevant provisions of the Florida Business Corporation Act and the Pennsylvania Business Corporation Law.

6. **Name of Surviving Corporation.**

The Surviving Corporation shall be "TRITON ALLOYS CORPORATION," a Florida corporation.

7. **Effective Date of Merger.**

The effective date of the merger shall be upon the filing of the Articles of Merger with the Department of State of Pennsylvania and the Articles of Merger with the Secretary of State of Florida, together with evidence of their adoption as required by law, whichever occurs earlier ("Effective Date").

8. **Principal Office.**

The principal office of the Surviving Corporation shall be 1415 Panther Lane, Suite 402, Naples, Florida 34109 following this merger.

9. **Name and Address of the Manager.**

Management of the Surviving Corporation shall be vested in the Board of Directors. The name and address of the Directors following the merger are:

<u>Directors</u>	<u>Address</u>
Kenneth D. MacAlpine	1415 Panther Lane, Suite 402 Naples, Florida 34109
Sylvia D. Springer	1415 Panther Lane, Suite 402 Naples, Florida 34109

10. **Distributions Prior to Merger.**

Until this Agreement of Merger becomes effective or is abandoned, neither Corporation may make distributions to its shareholders.

11. **Extraordinary Transactions.**

Neither Corporation shall, prior to the Effective Date, engage in any activity nor transaction other than in the ordinary course of business, except as contemplated by this Agreement.

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12. Submission to Shareholders: Effective Date.

This Agreement has been submitted to the shareholders of the companies in the manner provided under applicable Florida and Pennsylvania law. The signatures of the undersigned shareholders of each Corporation representing a one hundred percent (100%) interest of the respective companies are in favor of the adoption of this Agreement, and this Agreement shall be come effective on the date set forth above.

13. Abandonment of Merger.

At any time prior to the approval of this Plan of Merger by the Surviving Corporation and/or the Merging Corporation, and at any time prior to the filing of the Articles of Merger with the Florida Department of State, the planned merger may be abandoned, subject to any contractual rights, by either the Surviving Corporation or the Merging Corporation upon an affirmative vote of a majority of either of the Corporation's directors without further action by either Corporation's shareholders.

14. Articles of Incorporation.

The Articles of Incorporation following the merger shall be the Articles of Incorporation of the Surviving Corporation as filed in Florida, and no changes are necessitated by the contemplated merger.

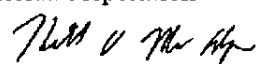
15. Bylaws.


The Bylaws following the merger shall be the Bylaws for the Surviving Corporation and no changes are necessitated by the contemplated merger.

IN WITNESS WHEREOF, the undersigned, constituting of all of the Directors and Shareholders of the Surviving Corporation and all of the Directors and Shareholders of the Merging Corporation, have executed this Agreement on the day and year first above written.

SURVIVING CORPORATION:

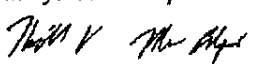
TRITON ALLOYS CORPORATION,
a Florida corporation

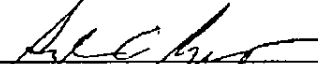
By: 
Kenneth D. MacAlpine,
As Director and Shareholder

By: 
Sylvia D. Springer
As Director and Shareholder

MERGING CORPORATION:

TRITON ALLOYS CORPORATION,
a Pennsylvania corporation

By: 
Kenneth D. MacAlpine,
As Director and Shareholder

By: 
Sylvia D. Springer
As Director and Shareholder

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**CONSENT OF SHAREHOLDERS AND DIRECTORS
AND
WAIVER OF DISSENTERS' RIGHTS**

Consent Resolutions. The undersigned, the Shareholders and Directors of Triton Alloys Corporation, a Florida corporation (the "Corporation"), hereby consent to the following actions:

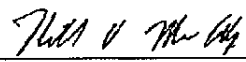
✓ RESOLVED, that the merger of Triton Alloys Corporation, a Pennsylvania corporation into the Corporation, effective on or about October 24, 2012, according to the terms and conditions of the Agreement and Plan of Merger, is hereby approved; and

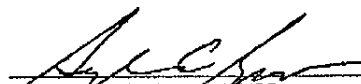
RESOLVED, that the Agreement and Plan of Merger is hereby approved in all respects, with such changes, additions, deletions, supplements, and amendments thereto as the Directors of the Corporation may deem necessary or advisable, such determination to be conclusively evidenced by his or her execution thereof; and

RESOLVED, that the Shareholders and Directors of the Corporation are hereby authorized and directed to do all acts and things whatsoever that may be in any way necessary or proper to consummate the merger and to effectuate the foregoing resolutions, including but not limited to the execution and delivery of the Agreement and Plan of Merger and the execution and filing of Articles of Merger or other documents as may be necessary with the states of Pennsylvania and Florida; and

RESOLVED, that all of the acts and deeds done by any officer for and on behalf of the Corporation in entering into, executing, acknowledging or attesting any arrangements, agreements, instruments or documents in carrying out the terms and intentions of the foregoing recitals and resolutions are hereby ratified, approved, and confirmed.

Dated this 17th day of October, 2012


KENNETH D. MacALPINE
As Director and Shareholder


SYLVIA C. SPRINGER,
As Director and Shareholder