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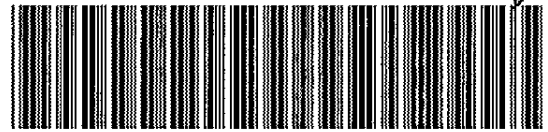
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C. Coulllette NOV 14 2002

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Patagonia Gold Limited

Signature _____

Requested by: _____

Name _____

Date _____

Time _____

Walk-In _____

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____ Art of Inc. File _____

____ LTD Partnership File _____

____ Foreign Corp. File _____

____ L.C. File _____

____ Fictitious Name File _____

____ Trade/Service Mark _____

✓ _____ Merger File _____

____ Art. of Amend. File _____

____ RA Resignation _____

____ Dissolution / Withdrawal _____

____ Annual Report / Reinstatement _____

____ Cert. Copy _____

✓ _____ Photo Copy _____

____ Certificate of Good Standing _____

____ Certificate of Status _____

____ Certificate of Fictitious Name _____

____ Corp Record Search _____

____ Officer Search _____

____ Fictitious Search _____

____ Fictitious Owner Search _____

____ Vehicle Search _____

____ Driving Record _____

____ UCC 1 or 3 File _____

____ UCC 11 Search _____

____ UCC 11 Retrieval _____

____ Courier _____

ARTICLES OF MERGER
Merger Sheet

MERGING:

PATAGONIA GOLD CORPORATION, a Florida corporation, P93000024134

INTO

PATAGONIA GOLD (BVI) LIMITED, an Out of the Country entity not qualified in
Florida.

File date: November 14, 2002

Corporate Specialist: Cheryl Coulliette

ARTICLES OF MERGER

These Articles of Merger entered into this 23rd day of September, 2002 by and between Patagonia Gold (BVI) Limited (the "Surviving Company") and Patagonia Gold Corporation (the "Merging Company"), WITNESSETH as follows:

1. The parties hereto do hereby adopt the Plan of Merger a copy of which is annexed hereto to the intent that the merger shall be effective on November 29, 2002 (the "effective date").
2. The Articles of Incorporation of the Merging Company were filed with the Registrar of Companies in the State of Florida, USA on the 31st day of March, 1993.
3. The Memorandum and Articles of the Surviving Company were registered with the Registrar of Companies in the British Virgin Islands on the 23rd day of August, 2002.
4. The Merger was approved for both the Surviving Company and the Merging Company by Resolutions of directors respectively dated the 18th and 18th days of September, 2002.
5. The Surviving Company has complied with all the provisions of the laws of the British Virgin Islands and the Merging Company has complied with all the provisions of the laws of the State of Florida, USA, to enable them to merge upon the effective date.
6. The Merger was approved for the Surviving Company by resolution of directors and dated the 18th day of September, 2002, and the Merging Company by resolutions of directors and resolutions of members or shareholders dated the 18th day of September, 2002 and 28th day of June 2002.

IN WITNESS WHEREOF the parties hereto have caused these Articles of Merger to be executed on this 23rd day of September, 2002

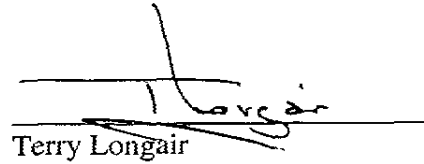
SIGNED and DELIVERED for and)
on behalf of)
PATAGONIA GOLD (BVI) LIMITED)
by A. Cameron Richardson)
a duly authorised director)
before me:)

A. Cameron Richardson
A. Cameron Richardson

JOHN DAVID PHILLIPS
Name
JANE HARVEY ASSOCIATES
BARRISTERS AND SOLICITORS
1800 SHEPPARD AVE. EAST
Address SUITE U-219B
WILLOWDALE, ONTARIO M2J 5A7
John D. Phillips
NOTARY PUBLIC


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TALLAHASSEE, FLORIDA

SIGNED and DELIVERED for and)
on behalf of)
PATAGONIA GOLD CORPORATION)
by Terry Longair)
a duly authorized director)
before me:)


Terry Longair

LOUIS P. SALLEY
Barrister & Solicitor
SUITE 1750 - 1185 W. GEORGIA ST
VANCOUVER, B.C., V6E 4E8
Name PH: (604) 688-0788
FAX: (604) 688-0778

Address


NOTARY PUBLIC

PLAN OF MERGER

This Plan of Merger is made the 23rd day of September, 2002 between Patagonia Gold (BVI) Limited and Patagonia Gold Corporation

WHEREAS Patagonia Gold (BVI) Limited is an International Business Company incorporated and existing under and by virtue of the International Business Companies Act (the "Act") and is entering into this Plan of Merger pursuant to the provisions of Section 76 to 79 of the Act.

AND WHEREAS Patagonia Gold Corporation is a company incorporated under and by virtue of the State of Florida, USA and is entering into this Plan of Merger pursuant to the provisions of section 607 of the said Law.

AND WHEREAS the directors of the parties hereto deem it desirable and in the best interest of the companies and their members as the case may be that Patagonia Gold Corporation be merged into Patagonia Gold (BVI) Limited.

NOW THEREFORE this Plan of Merger witnesseth as follows:

1. The constituent companies to this plan of Merger are Patagonia Gold (BVI) Limited and Patagonia Gold Corporation.
2. The Surviving Company is Patagonia Gold (BVI) Limited.
3. Patagonia Gold (BVI) Limited has 13,000,000 voting shares in issue which is owned by Patagonia Gold Corporation and Patagonia Gold Corporation has 13,000,000 voting shares in issue which is owned by Patagonia Gold Corporation public shareholders. The shares issued by the said companies are each entitled to vote on the merger as one class.
4. Upon the merger, the separate corporate existence of Patagonia Gold Corporation shall cease and the Surviving Company shall become the owner, without other transfer, of all the rights and property of the constituent companies and the Surviving Company shall become subject to all liabilities obligations and penalties of the constituent companies.
5. The manner and basis of converting the shares of the constituent companies into shares of the Surviving Company or other property shall be as follows:
 - (a) each share with par value of Patagonia Gold (BVI) Limited issued and outstanding on the effective date of the merger shall continue to be one share with par value in the Surviving Company; and
 - (b) each share with par value of Patagonia Gold Corporation issued and outstanding on the effective date and owned by Patagonia Gold Corporation public shareholders shall be converted into one share with par value of the Surviving Company.

6. The constituent documents of Patagonia Gold (BVI) Limited as in effect on the effective date shall be the constituent documents of the Surviving Company until the same shall be altered or amended or until a new constituent documents are adopted as provided therein.
7. This Plan of merger shall be submitted to the members of each of the constituent companies for their approval by a resolution of members.
8. The merger shall be effective as provided by the laws of the British Virgin Islands.
9. This Plan of Merger may be executed in counterparts.

In witness whereof the parties hereto have caused this Plan of Merger to be executed on this 23rd day of September, 2002.

SIGNED and DELIVERED for and)
on behalf of the)
PATAGONIA GOLD (BVI) LIMITED)
by A. Cameron Richardson)
a duly authorised director before me)

A. Cameron Richardson
A. Cameron Richardson
Director

JOHN DAVID PHILLIPS
Name **JANE HARVEY ASSOCIATES**
BARRISTERS AND SOLICITORS
1800 SHEPPARD AVE. EAST
SUITE U-2195
Address **WILLOWDALE, ONTARIO M2J 5A7**
John D. Phillips
Notary Public

SIGNED and DELIVERED for and)
on behalf of)
PATAGONIA GOLD CORPORATION)
by Terry Longair)
a duly authorized director before me)

Terry Longair
Terry Longair
Director

LOUIS P. SALLEY
Barrister & Solicitor
SUITE 1750 - 1185 W. GEORGIA ST
VANCOUVER, B.C., V6E 4E6
Name **PH: (604) 688-0788**
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Louis P. Salley
Notary Public