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TO: DIVISION OF CORPORATIONS

FROM: CORPORATE CREATIONS INTERNATIONAL INC.
CONTACT: JOHNNY C RODRIGUEZ
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AUDIT NUMBER.....H96000015552

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..1

PAGES..... 4

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ENTER SELECTION AND <CR>:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Sale 50734
2002
11/5/96

**Articles of Incorporation
of
Midwest Resources Inc.**

Article I. Name

The name of this Florida corporation is:
Midwest Resources Inc.

Article II. Address

The mailing address of the Corporation is:
Midwest Resources Inc.
C/O Chetwynd Resources Inc.
20 Bloor Street East, P.O. Box 75117
Toronto, Ontario M4W-3T3

Article III. Capital Stock

The Corporation shall have the authority to issue 20,000,000 shares of common stock, par value \$.001 per share.

Article IV. Registered Agent

The name and address of the registered agent of the Corporation is:
Corporate Creations Enterprises, Inc.
4521 PGA Boulevard #211
Palm Beach Gardens FL 33418

Article V. Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation.

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TALLAHASSEE, FLORIDA

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The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law.

The name of each initial member of the Corporation's Board of Directors is:

Ross McBride

Article VI. Incorporator

The name and address of the incorporator is:

Corporate Creations International Inc.
401 Ocean Drive • Suite 312 • Door Code #125
Miami Beach FL 33139-6629

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective

The authorized representative of the incorporator executed these Articles of Incorporation on November 4, 1996

Corporate Creations International Inc.

By: 
Brian R. Fons Vice President

H96000015552

Corporate Creations International Inc.
401 Ocean Drive • Suite 312 • Door Code #125
Miami Beach FL 33139-6629
(305) 672-0686

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT AND REGISTERED OFFICE**

CORPORATION:

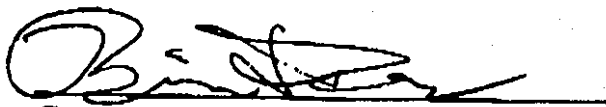
Midwest Resources Inc.

REGISTERED AGENT:

Corporate Creations Enterprises, Inc.
4521 PGA Boulevard #211
Palm Beach Gardens FL 33418

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TALLAHASSEE, FLORIDA

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



Corporate Creations Enterprises, Inc.
Brian R. Fons, Vice President

Date: November 4, 1996

Corporate Creations International Inc.
401 Ocean Drive • Suite 312 • Door Code #125
Miami Beach FL 33139-6629
(305) 672-0686

H96000015552

CAPITAL CONNECTION, INC.

317 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302

Phone (904) 887-0000 • Telex 412 8062 • Fax (904) 222-1222

P96000090612

Midwest Resources
Inc.

Date	6/26/97
By	ROTH
Check	ROTH
Amount	ROTH
Balance	ROTH
Signature	ROTH

X00789, 00547, 00672

Signature

Requested by:

PR 6/25 10:18

Name

Date

Time

Walk-In

Will Pick Up

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Amend

- ☐ All of Inc. File
- ☐ LTD Partnership File
- ☐ Foreign Corp. File
- ☐ L.C. File
- ☐ Filibuster Name File
- ☐ Native Reservation
- ☐ Mopet File
- ☒ All of Amend. File
- ☐ RA Resignation
- ☐ Dissolution / Withdrawal
- ☐ Annual Report / Reinstatement
- ☒ Cert. Copy
- ☐ Photo Copy
- ☐ Certificate of Good Standing
- ☐ Certificate of Status
- ☐ Certificate of Filibuster Name
- ☐ Corp Record Search
- ☐ Object Search
- ☐ Filibuster Search
- ☐ Filibuster Officer Search
- ☐ Vehicle Search
- ☐ Dating Record
- ☐ UCC Filing
- ☐ UCC Filing Search
- ☐ UCC Filing Retrieval
- ☐ Counsel

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97 JUN 25 AM 9:58

97 JUN 25 AM 10:41

RECEIVED

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

June 25, 1997

Capital Connection, Inc.
417 E. Virginia Street
Suite 1
Tallahassee, FL 32302

SUBJECT: MIDWEST RESOURCES INC.
Ref. Number: P96000090612

We have received your document for MIDWEST RESOURCES INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

If you have any questions concerning the filing of your document, please call (904) 487-6907.

Annette Hogan
Corporate Specialist

Letter Number: 897A00033704

Corrected

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DIVISION OF CORPORATIONS

JUN 26 AM 8:15

TALLAHASSEE

ARTICLES OF AMENDMENT
OF
MIDWEST RESOURCES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I.

The name of this Corporation is Midwest Resources, Inc.

ARTICLE II.

Article III of the Articles of Incorporation of the Corporation is hereby amended to reduce the authorized common stock of the Corporation as follows:

The Corporation is hereby authorized to issue 7,530,000 shares of common stock, par value \$.001.

ARTICLE III.

The amendment set forth in Article II hereof was adopted by the affirmative written consent dated June 24, 1997 of the holders of a majority of the Common Shares of the Corporation entitled to vote at a meeting of the shareholders. The number of votes cast for the amendment set forth in Article II hereof by the shareholders was sufficient for approval.

ARTICLE IV.

The amendment set forth in Article II hereof does not provide for an exchange, reclassification, or cancellation of issued Common Shares.

ARTICLE V.

The amendment set forth in Article II hereof shall become effective upon the filing of these Articles of Amendment.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment in his respective corporate capacity this 24th day of June 1997.


Ross Phillips
Director
Vice Chairman

COUNTRY OF CANADA

PROVINCE OF ONTARIO

STATE OF

COUNTY OF SS:

BE IT REMEMBERED that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared Ross Phillips, known to me and known by me to be the person described as the person executing the foregoing Articles of Amendment, and he acknowledged before me that he executed said Articles of Amendment this 24 th day of June, 1997.

WITNESS my hand and seal in said State and County, this 24th day of June, 1997.



Notary Public

My Commission Expires: Unlimited