



THE UNITED STATES  
CORPORATION  
COMPANY

P96000092390

ACCOUNT NO. : 072100000032

REFERENCE : 439578 4331500

AUTHORIZATION : Patricia Pignatelli

COST LIMIT : \$ 70.00

ORDER DATE : June 24, 1997

ORDER TIME : 9:05 AM

ORDER NO. : 439578-010

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CUSTOMER NO: 4331500

CUSTOMER: Lee W. Cassidy, Esq  
Cassidy & Associates P.c.  
1504 'r' Street, N.w.

Washington, DC 20009

ARTICLES OF MERGER

DIVERSIFIED NATURAL RESOURCES,  
INC.

INTO

HILLCREST CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY

CONTACT PERSON: Andrea C. Mabry

EXAMINER'S INITIALS: \_\_\_\_\_

FILED  
97 JUN 25 PM 1:05  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

6/25  
[Signature]  
57 JUN 25 1997  
53

**Articles of Merger  
of  
Diversified Natural Resources, Inc.**

**FILED**  
97 JUN 25 PM 1:05  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned corporations, pursuant to Sections 607.1101-1107 of the Florida Business Corporation Act, hereby execute the following articles of merger:

**ARTICLE ONE**

The names of the corporations proposing to merge and the names of the states under the laws of which such corporations are organized are as follows:

NAME OF CORPORATION	STATE OF INCORPORATION
Diversified Natural Resources, Inc.	Florida
Hillcrest Corporation	Delaware

**ARTICLE TWO**

The laws of the states under which such corporations are organized permit such merger.

**ARTICLE THREE**

The surviving corporation shall be Hillcrest Corporation and it shall be governed by the laws of the State of Delaware. Pursuant to the Agreement of Merger and filing of the Certificate of Merger, the Certificate of Incorporation of Hillcrest Corporation shall be amended contemporaneously with the effective date of the merger to reflect the change of the name Hillcrest Corporation to DNR Resources, Inc.

**ARTICLE FOUR**

The plan of merger, dated May 23, 1997, is as follows:

1. Diversified Natural Resources, Inc., a Florida corporation ("DNR"), shall be merged into Hillcrest Corporation, a Delaware corporation ("Hillcrest"). Hillcrest is hereby designated as the surviving corporation.
2. The terms and conditions of the merger are:
  - (a) The bylaws of DNR as they shall exist on the effective date of the agreement of merger shall be the bylaws of the surviving corporation until they shall be altered, amended or repealed.
  - (b) The officers and directors of DNR shall be appointed as the officers and directors of the surviving corporation to hold office until the next annual meeting of stockholders and until their successors shall have been elected and qualified.

(c) This merger shall become effective upon filing with the Secretary of State of Delaware and the Florida Department of State provided that, for all accounting purposes the effective date of the merger shall be as of 12:00 Midnight Delaware time on May 31, 1997.

(d) Upon the merger becoming effective, all property, rights, privileges, licenses and assets of every kind of DNR shall be transferred to and vested in Hillcrest.

(e) Upon the merger becoming effective, the name of Hillcrest shall be changed to DNR Resources, Inc. In addition, simultaneous with the effectiveness of the merger, Hillcrest shall effect a 1-for-3 reverse stock split of its common stock.

3. The shares of common stock of DNR shall be exchanged for shares of common stock of Hillcrest, to the end that, 2,700,000 reclassified and converted shares of Hillcrest common stock shall be exchanged for the outstanding and exchanging shares of common stock of DNR. Immediately following the merger, there shall be 3,366,667 issued and outstanding shares of Hillcrest common stock, subject to adjustment for fractional and dissenting shares.

#### ARTICLE FIVE

As to each corporation, the shareholders of which were required to vote for approval, the number of shares outstanding, the number of shares entitled to vote and the number and designation of shares of any class entitled to vote as a class are:

Name of Corporation:	Diversified Natural Resources	Hillcrest Corporation
Number of Shares of common stock outstanding:	1,904,000	10,000,000
Total Number of Shares of common stock entitled to vote:	1,904,000	10,000,000
Designation of class entitled to vote as a class (if any)	None	None
Number of shares of such class (if any):	None	None

#### ARTICLE SIX

As to each corporation, the shareholders of which were required to vote for adoption, the number of shares voted for and against the plan, respectively, and the number of shares of any class entitled to vote as a class voted for and against the plan, are:

Name of Corporation:	Diversified Natural Resources	Hillcrest Corporation
Total shares of common stock voted for:	1,859,000	9,500,000
Total shares of common stock voted against:	None	None
Class:	None	None

#### ARTICLE SEVEN

The plan of merger was authorized, adopted and approved by unanimous written consent of the Board of Directors and by written consent of a majority of the shareholders entitled to vote thereon of Hillcrest Corporation on June 6, 1997, as required by the General Corporation Law of Delaware.

The plan of merger was authorized, adopted and approved by the unanimous written consent of the Board of Directors and by written consent of a majority of the shareholders entitled to vote thereon of Diversified Natural Resources, Inc. on June 6, 1997, as required by the Florida Business Corporation Act.

All provisions of the laws of the State of Delaware and the State of Florida applicable to the proposed merger have been complied with.

#### ARTICLE EIGHT

The principal office in Delaware of the Hillcrest Corporation is

1013 Centre Road  
Wilmington, Delaware 19805 (County of New Castle)

The registered office in Florida of Diversified Natural Resources Inc. is

100 West Cypress Creek Road, 5th Floor  
Fort Lauderdale, Florida 33309

#### ARTICLE NINE

It is agreed that, upon and after the issuance of a certificate of merger by the Florida Department of State:

1. The surviving corporation may be served with process in the State of Florida in any proceeding for the enforcement of any obligation of any corporation organized under the laws of the State of Florida which is a party to the merger and in any proceeding for the enforcement

of the rights of a dissenting shareholder of any such corporation organized under the laws of the State of Florida against the surviving corporation;

2. The Florida Department of State shall be and hereby is irrevocably appointed as the agent of the surviving corporation to accept service of process in any such proceeding; the addresses to which the service of process in any such proceeding shall be mailed are set out in Article Eight above.

3. The surviving corporation will promptly pay to the dissenting shareholders of any corporation organized under the laws of the State of Florida which is a party to the merger the amount, if any, to which they shall be entitled under the provisions of the Florida Business Corporation Act with respect to the rights of dissenting shareholders.

IN WITNESS WHEREOF each of the undersigned corporations has caused these Articles of Merger to be executed in its name by its President or Vice President and Secretary or Assistant Secretary, as of the 19th day of June, 1997.

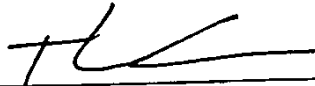
DIVERSIFIED NATURAL RESOURCES, INC.

\_\_\_\_\_  
President


ATTEST:

\_\_\_\_\_  
Secretary

HILLCREST CORPORATION

  
\_\_\_\_\_  
President  
Thomas Camarda

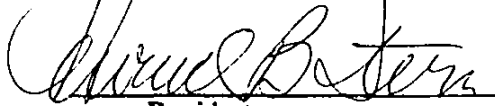
ATTEST:

  
\_\_\_\_\_  
Secretary  
Thomas Camarda

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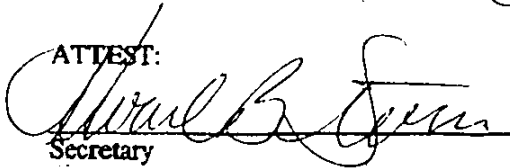
IN WITNESS WHEREOF each of the undersigned corporations has caused these Articles of Merger to be executed in its name by its President or Vice President and Secretary or Assistant Secretary, as of the 19th day of June, 1997.

DIVERSIFIED NATURAL RESOURCES, INC.



President  
Howard B. Stern

ATTEST:



Secretary  
Howard B. Stern

HILLCREST CORPORATION

\_\_\_\_\_  
President

ATTEST:

\_\_\_\_\_  
Secretary