

P96000092942

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

JR L Resources Corp

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*****70.00 *****70.00

RECEIVED

99 MAR -4 AM 10:16

DIVISION OF CORPORATION

Signature

Doc 3/9

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

- ☐ 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

SECRETARY OF STATE
TALLAHASSEE FLORIDA

99 MAR -8 PM 4:06

FILED



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 4, 1999

CAPITAL CONNECTION, INC.

TALLAHASSEE, FL

SUBJECT: JRL RESOURCES CORP.
Ref. Number: P96000092942

We have received your document for JRL RESOURCES CORP. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

If shareholder approval was not required, a statement to that effect must be contained in the merger for each applicable corporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6908.

Teresa Brown
Corporate Specialist

Letter Number: 399A00010117

Corrected

ARTICLES OF MERGER
Merger Sheet

MERGING:

JRL RESOURCES CORP., a Florida corporation, P96000092942

INTO

FIRST ECOM.COM, INC., a Nevada corporation not qualified in Florida.

File date: March 8, 1999

Corporate Specialist: Teresa Brown

ARTICLES OF MERGER

OF

JRL RESOURCES CORP.

(a Florida corporation)

INTO

FIRST ECOM.COM, INC.

(a Nevada corporation)

FILED
99 MAR -8 PM 4: 07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to section 607.1105 of the *Florida Business Corporation Act*, JRL Resources Corp., a Florida corporation, ("JRL"), and to section 200 of the *Nevada Revised Statutes*, Chapter 92A, First eCom.com, Inc., a Nevada corporation, certify that:

First: The name and state of incorporation of the constituent corporations of the merger are set out in the following table.

Name of corporation	State of incorporation
JRL Resources Corp.	Florida
First eCom.com, Inc.	Nevada

Second: An agreement and plan of merger dated for reference February 12, 1999, between JRL and First eCom (the "Merger Agreement") was approved and adopted by the shareholders and director of JRL in accordance with the requirements of section 607.1101 of the *Florida Business Corporation Act*, and by the director of First eCom in accordance with section 190 of the *Nevada Revised Statutes*, Chapter 92A, on February 12, 1999. A copy of the Merger Agreement is attached. The approval of the shareholders of First Ecom was not required.

Third: The name of the corporation that survives the merger is First eCom.com, Inc. (the "Surviving Corporation").

Fourth: The certificate of incorporation of First eCom is the certificate of incorporation of the Surviving Corporation.

Fifth: The executed Merger Agreement is on file at the office of the Surviving Corporation located at Suite 420, 1090 West Pender Street, Vancouver, B.C., V6E 2N7.

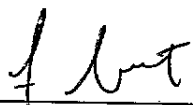
Sixth: The Surviving Corporation will furnish a copy of the Merger Agreement upon request and without charge to any stockholder of any constituent corporation.

Seventh: This certificate of merger is effective when it is filed in the office of the Secretary of State of the State of Nevada.

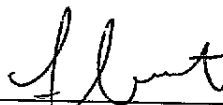
THE UNDERSIGNED has caused this certificate to be executed this 3rd day of March, 1999.

JRL Resources Corp., a Florida corporation

First eCom.com, Inc., a Nevada corporation



By Feliberto Gurat, President, Secretary

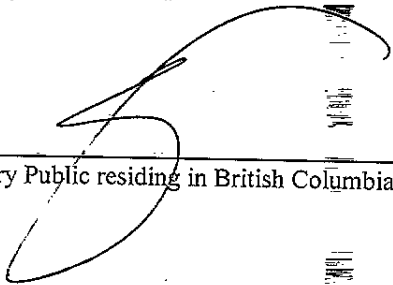


By Feliberto Gurat, President, Secretary

Province of
British Columbia

On March 3, 1999, before me, the undersigned notary public, personally appeared **Feliberto Gurat**, known to be the person described in and who executed the foregoing instrument and who acknowledged to me that he executed it voluntarily for the purposes described.

I have set my hand and affixed my official seal on March 3, 1999.



Notary Public residing in British Columbia

AGREEMENT AND PLAN OF MERGER

of

JRL RESOURCE CORP.

a Florida corporation

and

FIRST ECOM.COM, INC.

a Nevada corporation

THIS AGREEMENT dated for reference February 12, 1999, is between **JRL Resource Corp.**, a Florida corporation of 1090 West Pender Street, Vancouver, B.C., V6E 2N7 and fax (604) 682-6509 ("JRL"), and **First eCom.com, Inc.**, a Nevada corporation of 1090 West Pender Street, Vancouver, B.C., V6E 2N7 and fax (604) 682-6509 ("FECCI").

WHEREAS:

- A. JRL is a corporation duly organized and existing under the laws of the State of Florida and has an authorized capital of 50 million common shares, \$0.001 par value, of which 1,025,000 shares are issued and outstanding as of the date of this agreement.
- B. FECCI is a corporation duly organized and existing under the laws of the State of Nevada and has an authorized capital of 200 million common shares, par value \$0.001, of which none are issued and outstanding as of the date of this agreement.
- C. The directors of JRL have determined that reincorporating in the State of Nevada by merging with FECCI is in the best interests of JRL.

IN CONSIDERATION of the recitals and the following mutual promises, the parties agree that:

MERGER

1. **Merger.** JRL will merge with FECCI in accordance with the provisions of this agreement, section 200 of the *Nevada Revised Statutes*, Chapter 92A (the "Nevada Statute"), and section 607.1105 of the *Florida Business Corporation Act* (the "Florida Statute") (together, the "Statutes") to become one company with the name First eCom.com, Inc. reincorporated under the laws of the State of Nevada (the "Surviving Corporation").
2. **Effectiveness.** The merger is effective when (the "Effective Date")
 - a. this agreement and the merger are adopted and approved as required by the Statutes,
 - b. all of the conditions precedent to the completion of the merger are satisfied or duly waived by the party entitled to the satisfaction of the condition, and
 - c. duly executed articles of merger as required by the Statutes are filed with the Secretary of State of the State of Florida and of the State of Nevada.
3. **Articles of Incorporation.** The articles of incorporation of FECCI immediately before the Effective Date continue as the articles of incorporation of the Surviving Corporation until they are amended as permitted by their provisions and the applicable law.
4. **By-Laws.** The by-laws of FECCI immediately before the Effective Date continue as the by-laws of the Surviving Corporation until they are amended in accordance with their provisions and the applicable law.
5. **Directors and Officers.** The directors and officers of FECCI immediately before the Effective Date will continue as the directors and officers of the Surviving Corporation until their successors are elected or until as otherwise provided by law or the charter documents of the Surviving Corporation.

6. **Effect of Merger.** The separate existence of JRL ceases on the Effective Date and the Surviving Corporation, as provided in the Statutes,
 - a. continues to possess all of JRL's assets, rights, powers and property as constituted immediately before the Effective Date,
 - b. is subject to the actions taken by JRL's directors until the Effective Date,
 - c. succeeds, without transfer, to all of the assets, rights, powers and property of JRL as set out in section 78.459 of the Nevada Statute,
 - d. continues to be subject to all of JRL's debts, liabilities and obligations as constituted immediately before the Effective Date,
 - e. succeeds, without transfer, to all of the debts, liabilities and obligations of JRL as if FECCI had incurred them.

CONVERSION OF STOCK

7. **JRL Common Stock.** Immediately before the Effective Date, 12,040,000 shares in the \$0.001 par value common stock of JRL will be issued and outstanding. On the Effective Date, each share in the \$0.001 par value common stock of JRL issued and outstanding immediately before the Effective Date converts to one fully paid and non-assessable share in the \$0.001 par value common stock of the Surviving Corporation without any action required of the shareholders of JRL or of any other person so that 12,040,000 shares in the \$0.001 par value common stock of the Surviving Corporation are issued and outstanding upon the completion of the merger.
8. **Exchange of Certificates.**
 - a. After the Effective Date, each holder of a certificate representing shares in the common stock of JRL may surrender the certificate to Nevada Agency and Trust Company of 50 West Liberty Street, Suite 880, Reno, Nevada 89501 ("Transfer Agent"), and is then entitled to receive a certificate or certificates representing the number of shares of the Surviving Corporation into which the shares of JRL were converted under this agreement. Until a certificate is surrendered, each certificate representing shares of JRL is deemed to represent the same number of shares in the common stock of the Surviving Corporation.
 - b. The registered owners of shares of JRL, until they surrender their certificates of JRL and their shares are converted into shares of the Surviving Corporation, are entitled to exercise voting rights and other shareholders' rights as though they were registered as shareholders of the Surviving Corporation.
 - c. Each certificate representing shares in the common stock of the Surviving Corporation must bear any legend regarding transfer restrictions, if any, that was on the surrendered certificate representing shares in the common stock of JRL unless the directors of the Surviving Corporation determine otherwise in accordance with applicable laws.
 - d. If a shareholder of JRL wants his or her shares in the Surviving Corporation issued in a name other than the name on the face of the surrendered certificate representing shares in the common stock of JRL, the surrendered certificate must be properly endorsed for transfer or accompanied by a signed stock power of attorney with the registered shareholder's signature duly guaranteed, and the person requesting the transfer must pay the Transfer Agent's fees and any taxes payable on the issuance of the new certificate or establish to the satisfaction of the Surviving Corporation that the tax is satisfied or is not payable.

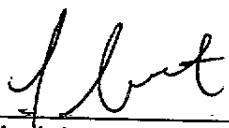
GENERAL

9. **Abandonment.** Either JRL or FECI may terminate this agreement and abandon the merger notwithstanding the approval of the shareholders of JRL.
10. **Amendment.** The directors of JRL and FECI together may amend this agreement at any time before it or a certificate of merger is filed with the Secretary of State of the State of Nevada if any amendment made after it is adopted by the shareholders of JRL does not change
 - a. the number or kind of shares, securities, cash, property or rights being transferred to the shareholders of JRL on the conversion of their shares in JRL into shares of the Surviving Corporation,
 - b. any terms of the articles of incorporation of the Surviving Corporation that are to be effective on the completion of the merger, or
 - c. any of the terms and conditions of this agreement if the change would adversely affect the holders of any class of securities of either JRL or FECI.
11. **Registered Office.** The registered office of the Surviving Corporation in the State of Nevada is located at 50 West Liberty Street, Suite 880, Reno, Nevada 89501, and the registered agent is Nevada Agency and Trust Company at the same address.
12. **Agreement.** The Surviving Corporation will have executed copies of this agreement on file at 1090 West Pender Street, Suite 420, Vancouver, B.C., V6E 2N7, and will deliver a copy to any shareholder of JRL or FECI upon the shareholder's request and without cost to the shareholder.
13. **Governing Law.** This agreement is governed by the laws of the State of Nevada and the applicable merger provisions of the Florida Statute.
14. **Counterparts.** This agreement may be signed in counterparts and delivered to the parties by fax, and the counterparts together are deemed to be one original agreement.


THE PARTIES' SIGNATURES below are evidence of their agreement and that this agreement is duly authorized by their respective directors.

JRL Resources Corp., a Florida corporation

First eCom.com, Inc., a Nevada corporation



 Authorized signatory



 Authorized signatory