

P97000062973

Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE

Canadian International Petroleum, Corp.

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ARTICLES OF MERGER
MERGER SHEET

MERGING:

CANADIAN INTERNATIONAL PETROLEUM, CORP., A FLORIDA CORPORATION,
DOCUMENT NUMBER P97000062973

INTO

CANADIAN INTERNATIONAL PETROLUUM, CORP., A DELAWARE CORPORATION
NOT QUALIFIED IN FLORIDA.

FILE DATE: JULY 20, 2000

CORPORATE SPECIALIST: KAREN GIBSON



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 20, 2000

CANADIAN INTERNATIONAL PETROLEUM, CORP.
205 WORTH AVENUE
SUITE 201
PALM BEACH, FL 33480

SUBJECT: CANADIAN INTERNATIONAL PETROLEUM, CORP.
REF: P97000062973

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please remove the reference to chapter 607.1108, Florida Statutes from the Plan of Merger. This statute pertains only to a cross-entity merger.

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) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H00000038020
Letter Number: 000A00039863

Division of Corporations - P.O. BOX 6327 Tallahassee, Florida 32314

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ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with Section 607.1105 Florida Statutes.

ARTICLE 1

The merging entity's name, principal office street address, jurisdiction, and entity type are listed below:

Name and Street Address:

Canadian International Petroleum, Corp.
205 Worth Avenue, Suite 201
Worth Avenue Building
Palm Beach, FL 33480

Jurisdiction: Florida

Entity Type: Corporation

Florida Document Number: P97000062973

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ARTICLE 2

The surviving entity's name, principal office street address, jurisdiction and entity type are listed below:

Name and Street Address:

Canadian International Petroleum, Corp.
205 Worth Avenue, Suite 201
Worth Avenue Building
Palm Beach, FL 33480

Jurisdiction: Delaware

Entity Type: Corporation

Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach FL 33139
(305) 672-0686

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ARTICLE 3

The attached Plan of Merger meets the requirements of Section 607.1101, Florida Statutes, and was approved by the shareholders of the merging domestic corporation on September 16, 1999 in accordance with Chapter 607, Florida Statutes.

ARTICLE 4

The attached Plan of Merger was approved by the shareholders of the surviving corporation on September 16, 1999 in accordance with applicable law.

ARTICLE 5

The surviving corporation hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders of each domestic corporation that is a party to the merger.

ARTICLE 6

The surviving corporation agrees to pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under Section 607.1302, Florida Statutes.

ARTICLE 7

The merger is permitted under the laws and governing documents applicable to each party to the merger.

ARTICLE 8

The merger shall become effective as of the date these Articles of Merger are filed with the Florida Department of State.


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ARTICLE 9

The Articles of Merger comply with and were executed in accordance with the laws of each party's applicable jurisdiction.

Canadian International Petroleum, Corp.

By: 
Name: J. Paul Hines
Title: President

Canadian International Petroleum, Corp.

By: 
Name: J. Paul Hines
Title: President

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PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with Section 607.1107 is being submitted.

1. The merging corporation's name and jurisdiction are listed below:

Name: Canadian International Petroleum, Corp.

Jurisdiction: Florida

2. The surviving corporation's name and jurisdiction are listed below:

Name: Canadian International Petroleum, Corp.

Jurisdiction: Delaware

3. The terms and conditions of the merger are as follows:

Each merging corporation shall be merged into the surviving corporation, and the effect of such merger shall be as stated in Section 607.1107, Florida Statutes. The merging corporation shall be merged with and into the surviving corporation, the separate and corporate existence of the merging corporation shall cease, and the surviving corporation shall continue its corporate existence under the laws of its state of incorporation under its present name. The surviving corporation shall possess and retain every interest of the merging corporation in all assets of every description wherever located. All rights, privileges, immunities, powers, and authority of the merging corporation shall be vested in the surviving corporation without further act or deed. The title/interest in all real estate vested in the merging corporation shall become vested in the surviving corporation without further act or deed, and such title/interest shall not in any way be impaired by reason of the merger. All obligations belonging to or due to the merging corporation shall be vested in the surviving corporation without further act or deed. The surviving corporation shall be liable for all of the obligations of the merging corporation existing effective as of the date the Articles of Merger are filed with the Florida Department of State. By virtue of the merger and without any further action by the parties or otherwise: (a) all outstanding shares and options to acquire shares of the merging corporation shall be cancelled without payment of any consideration and without any conversion and (b) all outstanding shares and options to acquire shares of the surviving corporation shall remain outstanding.

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