

To: FIDe  
Subject:

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P98000066576

Florida Department of State  
Division of Corporations  
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TALLAHASSEE, FLORIDA

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001448.73115

**MERGER OR SHARE EXCHANGE**

**Pristine Seafood Merger Sub, Inc.**

|                       |         |
|-----------------------|---------|
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To: FI Dept of State  
Subject: 001448,73115

From: Tracy Spear

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850-205-0381

8/14/2007

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Florida Dept of State



August 14, 2007

FLORIDA DEPARTMENT OF STATE

Division of Corporations

PRISTINE INTERNATIONAL SEAFOOD, INC.  
501 S JOHNSTON AVE STE 501  
BARTLESVILLE, OK 74003

SUBJECT: PRISTINE INTERNATIONAL SEAFOOD, INC.  
REF: P98000066576

PLEASE GIVE ORIGINAL SUBMISSION  
DATE AS FILE DATE.

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 delete the name Pristine Seafood from the second paragraph. A corporation can not be both a merging and a surviving corporation.

If you have any questions concerning the filing of your document, please call (850) 245-6907.

Annette Ramsey  
Document Specialist

FAX Aud. #: H07000204803  
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DIVISION OF CORPORATIONS

PLEASE GIVE ORIGINAL SUBMISSION  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER**  
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act.  
pursuant to section 607.1105, Florida Statutes.

**First:** The name and jurisdiction of the surviving corporation:

| <u>Name</u>                       | <u>Jurisdiction</u> | <u>Document Number</u><br>(If known/ applicable) |
|-----------------------------------|---------------------|--------------------------------------------------|
| Pristine Seafood Merger Sub, Inc. | DE                  | 4403166                                          |

**Second:** The name and jurisdiction of each merging corporation:

| <u>Name</u>                          | <u>Jurisdiction</u> | <u>Document Number</u><br>(If known/ applicable) |
|--------------------------------------|---------------------|--------------------------------------------------|
| Pristine International Seafood, Inc. | FL                  | P98000066576                                     |
|                                      |                     |                                                  |
|                                      |                     |                                                  |
|                                      |                     |                                                  |
|                                      |                     |                                                  |

**Third:** The Plan of Merger is attached.

**Fourth:** The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

**OR** \_\_\_\_/\_\_\_\_/\_\_\_\_ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

**Fifth:** Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on \_\_\_\_\_.

The Plan of Merger was adopted by the board of directors of the surviving corporation on  
08/09/2007 and shareholder approval was not required.

**Sixth:** Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on 08/09/2007.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on \_\_\_\_\_  
and shareholder approval was not required.

(Attach additional sheets if necessary)

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**Seventh: SIGNATURES FOR EACH CORPORATION**

Typed or Printed Name of Individual & Title

John Heskett

John Heskett

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**PLAN OF MERGER**  
**(Non Subsidiaries)**

- The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

- **First:** The name and jurisdiction of the **surviving** corporation:

Name

Jurisdiction

Pristine Seafood Merger Sub, Inc.

DE

- Second:** The name and jurisdiction of each **merging** corporation:

Name

Jurisdiction

Pristine International Seafood, Inc.

FL

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

- Third:** The terms and conditions of the merger are as follows:

Merger Agreement attached.

- Fourth:** The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

Merger Agreement attached

*(Attach additional sheets if necessary)*

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WRITTEN CONSENT OF DIRECTORS  
OF  
PRISTINE INTERNATIONAL SEAFOOD, INC.

August 9, 2007

The undersigned, being the sole Director of Pristine International Seafood, Inc., a Florida corporation (the "Company"), does hereby adopt by this Written Consent, pursuant to the Florida General Corporation Law and in lieu of a meeting of the Board of Directors of the Company, the Resolutions set forth below, effective August 9, 2007.

WHEREAS the Board of Directors (the "Board") of the Company deems it advisable and in the company's best interest that the Company complete the Agreement and Plan of Merger (the "Agreement") attached as Exhibit "A", by and between the Company and Pristine Seafood Merger Sub, Inc., a Delaware corporation ("Pristine Delaware"); and

WHEREAS the Board has determined that it is in the best interests of the shareholders to complete the domicile change and merger under the terms and conditions set forth in the Agreement;

NOW, THEREFORE, BE IT RESOLVED that the Company be, and it hereby is, authorized to complete the Agreement in substantially the form attached hereto as Exhibit "A", together with such changes and modifications as the officers of this Company shall in their sole and absolute discretion, deem appropriate and in the best interest of this Company, with such determination to be conclusively evidenced by their signatures on the Agreement; and

BE IT FURTHER RESOLVED that each and all of the actions of the officers of this Company taken to date in connection with the negotiation, execution, and delivery of the Agreement and of each document and instrument contemplated therein or related thereto and each of the other actions of such officers associated with the transactions contemplated therein, is hereby ratified and confirmed.

EFFECTIVE as of the date set forth above.



John F. Heskett, as Chairman, President,  
Secretary and Sole Director

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To: FI Dept of State  
Subject: 001448,73115

From: Tracy Spear

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**EXHIBIT A**  
**AGREEMENT AND PLAN OF MERGER**

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**AGREEMENT OF MERGER  
OF  
PRISTINE INTERNATIONAL SEAFOOD, INC., A FLORIDA CORPORATION  
AND  
PRISTINE SEAFOOD MERGER SUB, INC., A DELAWARE CORPORATION**

THIS AGREEMENT OF MERGER (the "Agreement") dated as of August 9, 2007 (the "Effective Date"), is made and entered into by and between Pristine International Seafood, Inc., a Florida corporation ("Pristine Florida"), and Pristine Seafood Merger Sub, Inc., a Delaware corporation ("Pristine Delaware"), which corporations are sometimes referred to herein as the "Constituent Corporations."

**WITNESSETH:**

WHEREAS, Pristine Florida is a corporation organized and existing under the laws of the State of Florida and has an authorized capital of 110,000,000 shares of capital stock, of which 100,000,000 shares are common stock, \$0.0001 par value per share (the "Pristine Florida Common Stock"), of which 48,867,460 shares of Pristine Florida Common Stock are issued and outstanding, and 10,000,000 shares are Preferred Stock, \$0.0001 par value per share (the "Pristine Florida Preferred Stock"), of which no shares of Pristine Florida Preferred Stock are issued and outstanding; and

WHEREAS, Pristine Delaware is a corporation organized and existing under the laws of the State of Delaware and has an authorized capital of 110,000,000 shares of capital stock, of which 100,000,000 shares are common stock, \$0.0001 par value per share (the "Pristine Delaware Common Stock"), of which no shares of Pristine Delaware Common Stock are issued and outstanding, and 10,000,000 shares are Preferred Stock, \$0.0001 par value per share (the "Pristine Delaware Preferred Stock"), of which no shares of Pristine Delaware Preferred Stock are issued and outstanding; and

WHEREAS, the respective Boards of Directors of Pristine Florida and Pristine Delaware have determined that it is in the best interests of Pristine Florida and Pristine Delaware, and their respective shareholders, that Pristine Florida merge with and into Pristine Delaware (the "Merger"); and

WHEREAS, the respective Boards of Directors and shareholders of the Constituent Corporations have approved this Agreement and the Merger; and

WHEREAS, the parties intend by this Agreement to effect a reorganization under Section 368 of the Internal Revenue Code of 1986, as amended.

NOW, THEREFORE, in consideration of the premises, the mutual covenants herein contained and other good and valuable consideration the receipt and sufficiency of which are



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hereby acknowledged, the parties hereto agree that Pristine Florida shall be merged into Pristine Delaware upon the terms and conditions set forth.

#### ARTICLE I

##### MERGER

1.1 MERGER. On the Effective Date of the Merger as provided herein, Pristine Florida shall be merged into Pristine Delaware, the separate existence of Pristine Florida shall cease, and Pristine Delaware (hereinafter sometimes referred to as the "Surviving Corporation") shall continue to exist under the name of Pristine Delaware, Inc., by virtue of, and shall be governed by, the laws of the State of Delaware.

#### ARTICLE II

##### CHARTER DOCUMENTS, DIRECTORS AND OFFICERS

2.1 ARTICLES OF INCORPORATION. The name of the Surviving Corporation shall be "Pristine Seafood Merger Sub, Inc." The Articles of Incorporation of the Surviving Corporation as in effect on the date hereof shall be the Articles of Incorporation of Pristine Delaware (the "Articles of Incorporation") without change unless and until amended in accordance with applicable law.

2.2 BYLAWS. The Bylaws of the Surviving Corporation as in effect on the date hereof shall be the Bylaws of Pristine Delaware (the "Bylaws") without change unless and until amended in accordance with applicable law.

2.3 OFFICERS AND DIRECTORS. Upon the Effective Date, the officers of Pristine Delaware shall be the officers of the Surviving Corporation, and the members of the Board of Directors of Pristine Delaware shall be the current members of the Board of Directors of the Surviving Corporation. Such persons shall hold office in accordance with the Bylaws until their respective successors shall have been appointed or elected.

If upon the Effective Date, a vacancy shall exist in the Board of Directors of the Surviving Corporation, such vacancy shall be filled in the manner provided by the Bylaws.

#### ARTICLE III

##### EFFECT OF MERGER ON STOCK OF CONSTITUENT CORPORATIONS

3.1 CONVERSION OF SHARES. At the Effective Time, by virtue of the Merger and without any action on the part of the holder of any shares of Pristine Florida Common Stock or any shares of Pristine Delaware Common Stock:

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(a) each share of Pristine Delaware Common Stock owned by Pristine Florida immediately prior to the Effective Time shall be canceled, and no payment shall be made with respect thereto; and

(b) each share of common stock of Pristine Florida outstanding immediately prior to the Effective Time shall be converted into and become one fully paid and nonassessable share of common stock of the Surviving Corporation and such shares shall constitute the only outstanding shares of capital stock of the Surviving Corporation (the "Surviving Corporation Shares").

#### ARTICLE IV

##### GENERAL

4.1 FURTHER ASSURANCES. Each of Pristine Florida and Pristine Delaware agrees that it will execute and deliver, or cause to be executed and delivered, all such deeds and other instruments and will take or cause to be taken such further or other action as the Surviving Corporation may deem necessary in order to vest in and confirm to the Surviving Corporation title to and possession of all the property, rights, privileges, immunities, powers, purposes and franchises, and all and every other interest of Pristine Florida and Pristine Delaware and otherwise to carry out the intent and purposes of this Agreement.

4.2 AMENDMENT. The Boards of Directors of Pristine Florida and Pristine Delaware may amend this Agreement at any time prior to the Effective Date.

4.3 TERMINATION. This Agreement may be terminated and the Merger abandoned at any time prior to the Effective Date, whether before or after shareholder approval of this Agreement, by the consent of the Board of Directors of Pristine Florida and Pristine Delaware. In the event this Agreement is terminated, it shall become wholly void and of no effect and no liability on the part of either Constituent Corporation, its Board of Directors or shareholders shall arise by virtue of such termination.

4.4 GOVERNING LAW. This Agreement shall be governed by and construed in accordance by the laws of the State of Delaware, without giving effect to the principles of conflicts of laws thereof.

4.5 FEES AND EXPENSES. All costs and expenses incurred in connection with this Agreement shall be paid by the party incurring such cost or expense.

4.6 COUNTERPARTS. This Agreement may be executed in any number of counterparts, each of which shall be deemed to be an original and all of which together shall constitute one and the same instrument.

\* \* \* \* \*

To: FI Dept of State  
Subject: 001448.73115.

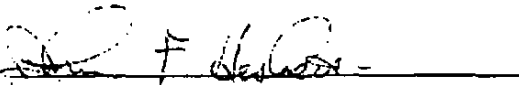
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IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed by their respective duly authorized and appointed Officers, all as of the day and year first above written.

PRISTINE SEAFOOD MERGER SUB, INC. (the "Surviving Corporation")  
a Delaware corporation  
501 S. Johnstone Ave, Suite 501  
Bartlesville, OK 74003



John F. Heskett, as Chairman, President,  
Secretary and Sole Director

PRISTINE INTERNATIONAL SEAFOOD, INC. ("Pristine Florida")  
a Florida corporation



John F. Heskett, as Chairman, President,  
Secretary and Sole Director

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**PRISTINE INTERNATIONAL SEAFOOD INC.  
ACTION OF THE STOCKHOLDERS  
BY  
WRITTEN CONSENT**

August 9, 2007

THE UNDERSIGNED, being the holders of 25,000,000 shares of common stock of Pristine International Seafood Inc., a Florida Corporation ("Pristine Florida"), constituting 51.16% of the outstanding shares of voting stock of the Corporation hereby adopts the following resolutions by written consent Pursuant to section 607.0704, Florida Statutes, as if duly adopted at a duly called and noticed meeting:

WHEREAS it is advisable and in the best interest to reorganize the Company as part of a holding company structure pursuant to section 607.1105, Florida Statutes, by merging Company with and into Pristine Seafood Merger Sub, Inc., a Delaware corporation ("Pristine Delaware") and by issuing shareholders of Pristine Florida one share of capital stock in Pristine Delaware for each share of capital stock of Pristine Florida;

NOW THEREFORE BE IT RESOLVED, that, in order to implement the holding company reorganization, the Company, and its officers and directors, is hereby authorized to execute, deliver and perform the Agreement and Plan of Merger which is attached hereto as Exhibit "A", and to file same with the Secretary of State of the State of Delaware; and

BE IT FURTHER RESOLVED that each and all of the actions of the officers of this Company taken to date in connection with the negotiation, execution, and delivery of the Agreement and of each document and instrument contemplated therein or related thereto and each of the other actions of such officers associated with the transactions contemplated therein, is hereby ratified and confirmed.

EFFECTIVE as of the date set forth above.

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Subject: 001448.73115.

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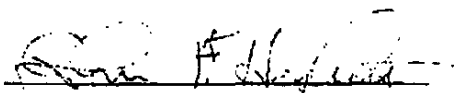
PRISTINE INTERNATIONAL SEAFOOD INC.  
ACTION OF THE STOCKHOLDERS  
BY  
WRITTEN CONSENT

August 9, 2007

STOCKHOLDERS:

Name and Signature:

Number of Shares Held

  
John F. Heskett

25,000,000

Total      25,000,000      (51.16%)