

P98000080167

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Corporation(s) Name

Web Partners, Inc.

into:

Fore front Technologies, Inc.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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<input type="checkbox"/> Nonprofit		
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<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Reservation	<input type="checkbox"/> Ch. RA
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G. COULLIETTE JUN 05 2000

ARTICLES OF MERGER
Merger Sheet

MERGING:

WEB PARTNERS, INC., a Florida corporation, P98000080167

INTO

FOREFRONT TECHNOLOGIES, INC., a Nevada corporation not qualified in
Florida.

File date: June 2, 2000

Corporate Specialist: Cheryl Coulliette

ARTICLES OF MERGER
OF
FOREFRONT TECHNOLOGIES, INC.

FILED
00 JUN -2 PM 4:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Chapter 607 of the Florida Statutes, and the Nevada Revised Statutes Section 92A.200, the following Articles of Merger are executed for the purpose of merging Web Partners, Inc., a Florida corporation (the "Disappearing Corporation"), with and into Forefront Technologies, Inc., a Nevada corporation (the "Surviving Corporation") and a wholly-owned subsidiary of Forefront, Inc. (hereinafter "Forefront" and formerly "Anyox Resources Inc.") (the "Constituent Corporations").

1. The Agreement and Plan of Merger, attached hereto as Exhibit A, was approved, adopted, certified, executed and acknowledged by the Disappearing Corporation, the Surviving Corporation and Forefront in accordance with Chapter 92A of the Nevada Revised Statutes and Chapter 607 of the Florida Statutes.

2. On May 25, 2000, the Agreement and Plan of Merger, attached hereto as Exhibit A, was submitted and duly approved by the shareholders of the Disappearing Corporation pursuant to Chapter 607 of the Florida Statutes. The total number of votes entitled to be cast were 3,499,877 with 2,986,539 voting for the merger and zero (0) voting against the merger, which vote was sufficient for approval of the shareholders of the Disappearing Corporation.

3. The Agreement and Plan of Merger was submitted to and unanimously approved by the Boards of Directors of the Surviving Corporation and Forefront pursuant to Chapter 92A of the Nevada Revised Statutes on April 19, 2000. The sole shareholder of the Surviving Corporation approved the Agreement and Plan of Merger on April 19, 2000. The total number of votes entitled to be cast were 100 with 100 voting for the merger and zero (0) voting against the merger which vote was sufficient for approval of the shareholder of the Surviving Subsidiary Corporation.

4. The Articles of Incorporation of the Surviving Subsidiary Corporation shall, at the Effective Time of the Merger, be amended as follows:

Delete ARTICLE I and replace it with the following:

The name of the corporation is "Forefront Technologies, Inc."

and, as so amended, shall be the Articles of Incorporation of the Surviving Subsidiary Corporation until the same shall be further altered, amended or repealed as therein provided.

5. The executed Agreement and Plan of Merger is on file at the principal executive offices of the Surviving Corporation located at 540 N. Tamiami Trail, Sarasota, Florida, 34236. A copy of the Agreement and Plan of Merger will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of the Constituent Corporations.

6. Pursuant to the provision of the Florida Statutes Chapter 607.1109, the Surviving Corporation is deemed to have appointed the Secretary of State of the State of Florida as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of the Disappearing Corporation. The address where copies of process may be sent by the Secretary of State of the State of Florida is as follows:

Odgen Murphy Wallace, P.L.L.C.
1601 Fifth Avenue, Suite 2100
Seattle, Washington 98101
Attn: James L. Vandenberg

Dated this 25th day of MAY, 2000.

FOREFRONT TECHNOLOGIES, INC.



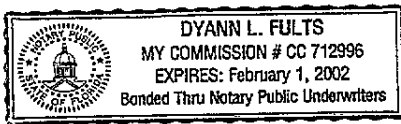
By Santu Rohatgi

Its President and Secretary

State of Florida)

County of Nellisborough^{SS}

On May 25, 2000, personally appeared before me, a Notary Public, Santu Rohatgi who acknowledged that he executed the above instrument.



Dyann L. Fults
Notary Public

AGREEMENT AND PLAN OF MERGER

BY AND BETWEEN

WEB PARTNERS, INC., A FLORIDA CORPORATION,

AND

ANYOX RESOURCES INC., A NEVADA CORPORATION,

AND

WEB PARTNERS OF NEVADA, A NEVADA CORPORATION,

THIS AGREEMENT AND PLAN OF MERGER ("Agreement") is entered into as of the 19th day of April, 2000, between Web Partners, Inc., a Florida corporation (hereinafter, "Disappearing Corporation"), located at 540 N. Tamiami Trail, Sarasota, Florida, 34236, Web Partners of Nevada, Inc., a Nevada corporation (hereinafter, "Surviving Subsidiary Corporation"), located at 540 N. Tamiami Trail, Sarasota, Florida, 34236, and Anyox Resources Inc., a Nevada corporation (hereinafter, "Surviving Parent Corporation"), which has resolved to change its name to Forefront, Inc., located at 540 N. Tamiami Trail, Sarasota, Florida, 34236 (collectively, the "Constituent Corporations").

RECITALS

A. The Disappearing Corporation is a corporation organized and existing under the laws of the State of Florida. The authorized capital stock of the Disappearing Corporation consists of 10,000,000 shares. The total number of shares of common stock authorized by the Company is 7,000,000 having a par value of \$0.005 per share, consisting of 2,000,000 shares of Class A common stock, of which 1,000,000 shares are duly issued and outstanding on the date hereof, and 5,000,000 shares of Class B common stock, of which 2,406,962 shares are duly issued and outstanding on the date hereof. The total number of shares of preferred stock authorized by the Company is 3,000,000 having a par value of \$0.005, of which 66,665 shares are duly issued and outstanding on the date hereof.

B. The Surviving Subsidiary Corporation is a corporation organized and existing under the laws of the State of Nevada and is wholly owned by the Surviving Parent Corporation. The authorized capital stock of the Surviving Subsidiary Corporation consists of 120,000,000 shares. The total number of shares of common stock authorized by the Surviving Subsidiary Corporation is 100,000,000 having a par value of \$0.001 per share, of which 100 shares are duly issued and outstanding. The total number of shares of preferred stock authorized by the Surviving Subsidiary Corporation is 20,000,000 having a par value of \$0.001 per share, of which no shares are duly issued and outstanding.

C. The Surviving Parent Corporation is a corporation organized and existing under the laws of the State of Nevada. The authorized capital stock of the Surviving Parent Corporation consists of 200,000,000 shares of common stock having a par value of \$0.001 per share, of which 20,028,500 shares are duly issued and outstanding, and no shares of preferred stock.

D. The Disappearing Corporation, the Surviving Subsidiary Corporation and the Surviving Parent Corporation have deemed it advisable and in the best interests of the Constituent Corporations, respectively, and their respective shareholders, that the Disappearing Corporation be merged with and into the Surviving Subsidiary Corporation (the "Merger") as authorized by the laws of the States of Florida and Nevada, in order to complete accomplishment of the goals of combining operations and assets of the Disappearing Corporation under common ownership with marketable shares by ultimate merger of the Disappearing Corporation with and into the wholly owned Surviving Subsidiary Corporation initiated by the exchange of stock of the Disappearing Corporation for the stock of the Surviving Parent Corporation.

AGREEMENT

In consideration of the foregoing recitals, the covenants and conditions set forth herein, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties agree as follows:

1. Merger; Effectiveness. The Disappearing Corporation shall be merged with and into the Surviving Subsidiary Corporation pursuant to the applicable provisions of Chapter 607 of the Florida Statutes, as amended, and Chapters 78 and 92A of the Nevada Revised Statutes, as amended, and in accordance with the terms and conditions of this Agreement. Upon the execution by the Surviving Subsidiary Corporation of Articles of Merger incorporating this Agreement and the filing of such Articles of Merger with the Secretary of State of the States of Florida and Nevada, the Merger shall become effective (the "Effective Time of the Merger").

2. Articles of Incorporation. The Articles of Incorporation of the Surviving Subsidiary Corporation shall, at the Effective Time of the Merger, be amended as follows

Delete ARTICLE I and replace it with the following:

The name of the corporation is "Forefront Technologies, Inc."

and, as so amended, shall be the Articles of Incorporation of the Surviving Subsidiary Corporation until the same shall be further altered, amended or repealed as therein provided.

3. Bylaws. The Bylaws of the Surviving Subsidiary Corporation in effect at the Effective Time of the Merger shall, at the Effective Time of the Merger, be and remain the Bylaws of the Surviving Subsidiary Corporation until the same shall be further altered, amended or repealed as therein provided.

4. Directors and Officers. The directors and officers of the Surviving Subsidiary Corporation in office at the Effective Time of the Merger shall, at the Effective Time of the Merger, be and remain the directors and officers of the Surviving Subsidiary Corporation and shall hold such offices in accordance with and subject to the Articles of Incorporation and Bylaws of the Surviving Subsidiary Corporation, as in effect immediately after the Effective Time of the Merger.

5. Conversion of Shares.

(a) Common Stock. At the Effective Time of the Merger, by virtue of the Merger and without any action on the part of the holder of any shares of stock of the Disappearing Corporation or of the Surviving Parent Corporation, every one (1) issued and outstanding share of the common stock of the Disappearing Corporation held as of the record date, not held by the Surviving Parent Corporation, shall be converted into and become two (2) new fully paid and nonassessable shares of common stock, par value \$.001 per share, of the Surviving Parent Corporation. Shareholders of the Disappearing Corporation shall surrender their existing share certificates for new share certificates of the Surviving Parent Corporation.

(b) Preferred Stock. At the Effective Time of the Merger, by virtue of the Merger and without any action on the part of the holder of any shares of stock of the Disappearing Corporation or of the Surviving Parent Corporation, every one (1) issued and outstanding share of the preferred stock of the Disappearing Corporation held as of the record date, not held by the Surviving Parent Corporation, shall be converted into and become two (2) new fully paid and nonassessable shares of common stock, par value \$.001 per share, of the Surviving Parent Corporation. Shareholders of the Disappearing Corporation shall surrender their existing share certificates for new share certificates of the Surviving Parent Corporation.

6. Retirement of Shares. Upon the Effective time of the Merger, the common stock of the Disappearing Corporation owned by the Surviving Parent Corporation will be retired and the certificates will be surrendered to the Disappearing Corporation.

7. Conversion of Other Equity Instruments. At the Effective Time of the Merger, by virtue of the Merger and without any action on the part of the holder of any employee stock option of the Disappearing Corporation, every one (1) employee option granted and convertible into common stock of the Disappearing Corporation, whether or

not vested, shall be converted into and become two (2) options convertible into common stock of the Surviving Parent Corporation. The employee options of the Surviving Parent Corporation shall be issued pursuant to its Stock Option Plan on economic terms substantially similar to those of the existing options in the Disappearing Corporation. At the Effective Time of the Merger, every other equity instrument of the Disappearing Corporation not addressed elsewhere in this Agreement shall be converted into a similar equity instrument in the Surviving Parent Corporation on economic terms substantially similar to those of the existing other equity instruments in the Disappearing Corporation.

8. Rights, Duties, Powers, Liabilities, Etc. At the Effective Time of the Merger, the separate existence of the Disappearing Corporation shall cease, and the Disappearing Corporation shall be merged in accordance with the provisions of this Agreement with and into the Surviving Subsidiary Corporation, which shall possess all the properties and assets, and all the rights, privileges, powers, immunities and franchises, of whatever nature and description, and shall be subject to all restrictions, disabilities, duties and liabilities of each of the Disappearing Corporation and the Surviving Subsidiary Corporation; and all such things shall be taken and deemed to be transferred to and vested in the Surviving Subsidiary Corporation without further act or deed; and the title to any real estate or other property, or any interest therein, vested by deed or otherwise in either of the Disappearing Corporation or the Surviving Subsidiary Corporation, shall be vested in the Surviving Subsidiary Corporation without reversion or impairment. Any claim existing or action or proceeding, whether civil, criminal or administrative, pending by or against either the Disappearing Corporation or the Surviving Subsidiary Corporation, may be prosecuted to judgment or decree as if the Merger had not taken place, and the Surviving Subsidiary Corporation may be substituted in any such action or proceeding.

9. Implementation. Each of the Constituent Corporations shall take, or cause to be taken, all action or do, or cause to be done, all things necessary, proper or advisable under the laws of the States of Florida and Nevada to consummate and make effective the Merger.

10. Termination. This Agreement may be terminated for any reason at any time before the filing of Articles of Merger with the Secretaries of State of the States of Florida and Nevada (whether before or after approval by the shareholders of the Disappearing Corporation and the Surviving Subsidiary Corporation, or either of them) by resolution of the Board of Directors of the Disappearing Corporation and the Surviving Parent Corporation.

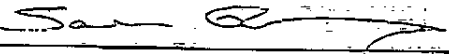
11. Amendment. This Agreement may, to the extent permitted by law, be amended, supplemented or interpreted at any time by action taken by the Board of Directors of each of the Constituent Corporations; Provided, however, that this Agreement may not be amended or supplemented after having been approved by the shareholders of the Disappearing Corporation and the Surviving Subsidiary Corporation

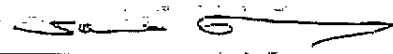
except by a vote or consent of shareholders of the Disappearing Corporation and the Surviving Subsidiary Corporation in accordance with applicable law.

IN WITNESS WHEREOF, the parties hereto have duly executed and delivered this AGREEMENT AND PLAN OF MERGER as of the date first set forth above.

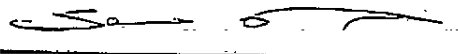
Web Partners, Inc.,
a Florida corporation

Anyox Resources Inc.,
a Nevada corporation

By 
Name: Santu Rohatgi
Title: President

By 
Name: Santu Rohatgi
Title: President


Web Partners of Nevada, Inc.,
a Nevada corporation

By 
Name: Santu Rohatgi
Title: President

ADOPTION OF THE AGREEMENT BY SHAREHOLDERS OF
RECORD OF THE CONSTITUENT CORPORATIONS:

The Agreement and Plan of Merger was approved at a Special Meeting of the shareholders of the Disappearing Corporation held on May 25, 2000 at 10:00 a.m. by shareholders of record holding 2,986,539 shares of voting stock, which constitutes 85.3 % of the Disappearing Corporation's issued and outstanding shares.


Web Partners, Inc., a Florida corporation:


By: Santu Rohatgi
Its: Secretary

May 25, 2000

The Agreement and Plan of Merger was approved, in writing, by Unanimous Consent of the Board of Directors of the Surviving Parent Corporation on April 19, 2000.


Anyox Resources Inc., a Nevada corporation:


By: Santu Rohatgi
Its: Secretary

April 19, 2000

The Agreement and Plan of Merger was approved, in writing, by Unanimous Consent of the Shareholder of the Surviving Subsidiary Corporation on April 19, 2000.

Web Partners of Nevada, Inc., a Nevada corporation:


By: Santu Rohatgi
Its: Secretary

April 19, 2000