

P99000055234

CT CORPORATION SYSTEM

CORPORATION(S) NAME

Crestview Gold, Inc. and Crestview Silver, Inc.

merging into: Crestview Bronze, Inc. (Surviving corporation)

FILED
2001 NOV - 8 PM 1:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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|--|---|---|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input checked="" type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| | <input type="checkbox"/> Reinstatement | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of RA |
| | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

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DIVISION OF CORPORATION

Name _____
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Examiner _____
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Verifier _____
W.P. Verifier _____

11/8/01

Order#: 4902765

Ref#: _____

C. Coulliette NOV 08 2001

Amount: \$ _____

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

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****105.00 ****105.00

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

CRESTVIEW GOLD, INC., a Florida corporation, P99000013840

CRESTVIEW SILVER, INC., a Florida corporation, P99000013943

INTO

CRESTVIEW BRONZE, INC., a Florida entity, P99000055234.

File date: November 8, 2001

Corporate Specialist: Cheryl Coulliette

**ARTICLES OF MERGER
OF CRESTVIEW GOLD, INC.
AND CRESTVIEW SILVER, INC.
INTO
CRESTVIEW BRONZE, INC.**

Pursuant to the provisions of Section 607.1101 and 607.1105 of the Florida Business Corporation Act, the undersigned Crestview Gold, Inc. ("Gold"), a Florida corporation, Crestview Silver, Inc. ("Silver"), a Florida corporation and Crestview Bronze, Inc., a Florida corporation ("Bronze"), adopt the following Articles of Merger for the purpose of merging the three corporations into one Florida corporation:

ARTICLE I.

The names of the constituent corporations and the States under the laws of which they are respectively organized are:

| <u>Name of Corporation</u> | <u>State</u> |
|----------------------------|--------------|
| Crestview Gold, Inc. | Florida |
| Crestview Silver, Inc. | Florida |
| Crestview Bronze, Inc. | Florida |

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE II.

The name of the surviving corporation is Crestview Bronze, Inc., a Florida corporation, and it is to be governed by the laws of the State of Florida.

ARTICLE III.

The Plan of Merger was approved by the Board of Directors and shareholders of Gold, Silver and Bronze in the manner prescribed by Florida Statutes, section 607.1101 and 607.1105 effective when filed with the Secretary of State of the State of Florida.

ARTICLE IV.

The Plan of Merger is attached hereto as Exhibit A.

[signatures continued on next page]

[signature page to Articles of Merger dated November 2, 2001]

IN WITNESS WHEREOF, the parties have executed these Articles of Merger on this November 2, 2001.

Crestview Gold, Inc., a Florida corporation

By: William D. Downing
William D. Downing
President

Crestview Silver, Inc., a Florida corporation

By: William D. Downing
William D. Downing
President

Crestview Bronze, Inc., a Florida corporation

By: William D. Downing
William D. Downing
President

Exhibit "A"

AGREEMENT AND PLAN OF MERGER

this Agreement of Merger, effective as of November 2, 2001, is made between Crestview Bronze, Inc., a Florida corporation ("Bronze"), Crestview Gold, Inc., a Florida corporation ("Gold") and Crestview Silver, Inc. ("Silver").

RECITALS

A. Gold is a corporation organized and existing under and by virtue of the laws of the State of Florida.

B. Silver is a corporation organized and existing under and by virtue of the laws of the State of Florida.

C. Bronze is a corporation organized and existing under and by virtue of the laws of the State of Florida.

D. The board of directors of Gold, Silver and Bronze deem it desirable and in the best interests of the corporations and their shareholders that Gold and Silver be merged into Bronze (as described in greater detail herein, the "Merger").

AGREEMENT

In consideration of the mutual covenants contained herein and other good and valuable consideration, the sufficiency and receipt of which is hereby acknowledged, the parties agree as follows:

1. **Recitals.** The foregoing recitals are true and correct and are incorporated herein.
2. **Surviving Corporation.** The surviving corporation of the Merger shall be Bronze and it shall be governed by the laws of Florida.
3. **Amendment of Articles of Incorporation.** The articles of incorporation of Bronze effective as of the merger shall be amended such that Article IV of the Articles of Incorporation shall read in its entirety as follows:

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 2,940 shares of non-voting common stock having a par value of \$1.00 per share (the "Non-Voting Shares") and 60 shares of voting common stock having a par value of \$1.00 per share (the "Voting Shares"). The only difference in the rights and privileges between the two classes of stock shall be that the holders of the Non-Voting Shares shall not be entitled to vote at matters presented to the shareholders of the Corporation.

4. **Capital Structure Prior to Merger.** With respect to each constituent corporation, prior to the Merger the number of issued, authorized and outstanding shares are as follows:

| | <u>Authorized</u> | <u>Issued</u> | <u>Outstanding</u> |
|--------|--|---------------|--------------------|
| Gold | 20 shares of \$1.00 par value voting common stock and | 20 | 20 |
| | 980 shares of \$1.00 par value non-voting common stock | 980 | 980 |
| Silver | 20 shares of \$1.00 par value voting common stock and | 20 | 20 |
| | 980 shares of \$1.00 par value non-voting common stock | 980 | 980 |
| Bronze | 20 shares of \$1.00 par value voting common stock and | 20 | 20 |
| | 980 shares of \$1.00 par value non-voting common stock | 980 | 980 |

With respect to each constituent corporation, there is only one class or series of stock which is entitled to vote in respect of this Merger.

5. **Capital Structure After Merger.** Upon the consummation of the merger, the surviving corporation shall have the following authorized and issued capital stock: (i) 60 shares, voting common stock \$1.00 par value per share authorized, of which 60 shares shall be issued and outstanding and (i) 2,940 shares of non-voting common stock, \$1.00 par value authorized of which 2,940 shares shall be issued and outstanding.

6. **Exchange of Stock.** The manner and basis of exchanging and converting the issued stock is as follows: (a) Each holder of voting common stock of Silver and Gold shall surrender his stock certificate representing the issued and outstanding voting common stock of Silver and Gold, as the case may be, and, in exchange, stock certificates shall be issued by Bronze to each such shareholder for a like number of shares of voting common stock of Bronze. (b) Each holder of non-voting common stock of Silver and Gold, shall surrender his stock certificate representing the issued and outstanding non-voting common stock of Silver and Gold, as the case may be, and in exchange, stock certificates shall be issued by Bronze to each such shareholder for a like number of shares of non-voting common stock of Bronze.

7. **Approval of Plan.** This Agreement and Plan of Merger contained herein was duly approved and adopted by unanimous vote of the board of directors of each of the constituent corporations and by unanimous vote of the of the holders of the voting common stock of Gold, Silver and Bronze. A notice of the Disenters' Rights as required by Florida Statute has been delivered to each holder of the non-voting common stock.

8. **Articles and Certificate of Merger.** Each constituent corporation has duly approved and adopted the respective Articles of Merger in the form attached hereto as Exhibit A, and the respective officers of each corporation are directed and authorized to file such Articles of Merger.

with the Secretary of State of each respective state of incorporation and to take any and all appropriate actions necessary to effectuate the terms of this Agreement and Plan of Merger.

9. **Plan of Merger.** On the effective date of the Merger:
 - a. The stock of the constituent corporations shall be exchanged as described above.
 - b. The separate corporate existence of Silver and Gold shall terminate and cease.
 - c. The surviving corporation, Bronze, shall become the transferee and owner of all the rights, privileges, franchises, and property, including, but not limited to all of the real and personal property, both tangible and intangible, choses in action, of whatsoever nature or description, without further action, deeds, bills of sale, assignments, or other like instruments. However, any such instrument shall be promptly executed by the appropriate officers of Gold and Silver whenever deemed desirable to evidence such transfer, vesting, or devolution of any such property or right.
 - d. The surviving corporation shall become subject to all the liabilities, obligations and penalties of Gold and Silver.
 - e. The Articles of Incorporation of Bronze shall be amended as provided in this Agreement.
 - f. The bylaws of Bronze as in effect on the effective date of the Merger shall remain unaffected by the Merger and shall remain until altered, amended or repealed, or until new bylaws shall be adopted in accordance with the Articles of Incorporation of Bronze or as provided by applicable law.

10. **Ordinary Course of Business.** Neither Gold nor Silver nor Bronze shall, prior to the effective date of the Merger, engage in any activity or transaction other than in the ordinary course of business, except as contemplated herein.

11. **Course of Dealing.** No course of dealing between the parties shall be effective to change, modify or discharge any provision of this Agreement or to constitute a waiver of any default.

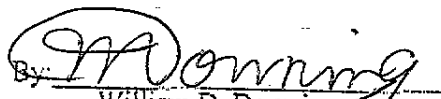
12. **Amendments.** This Agreement may be modified or amended only by an instrument in writing executed by the parties.

13. **Governing Law.** This Agreement shall be governed by and construed under the laws of the State of Florida.

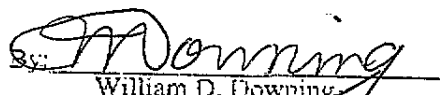
[signature lines continue on the next page]

IN WITNESS WHEREOF, the parties have executed this Agreement effective the date and year first above written.

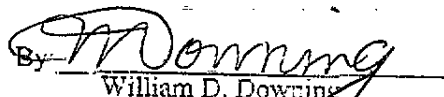
Crestview Gold, Inc., a Florida corporation

By: 
William D. Downing
President

Crestview Silver, Inc., a Florida corporation

By: 
William D. Downing
President

Crestview Bronze, Inc., a Florida corporation

By: 
William D. Downing
President