

To:
Subject: RA3110.97047
Division of Corporations

V02610

From: Ricky Soto

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Florida Department of State
Division of Corporations
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To:
Division of Corporations
Fax Number : (850) 617-6380

From:
Account Name : CORPDIRECT AGENTS, INC.
Account Number : 110450000714
Phone : (850) 222-1173
Fax Number : (850) 224-1640

EFFECTIVE DATE
12-31-08

RA3110.97047

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE

EARTHCORE INDUSTRIES, INC.

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$175.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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12-22-08

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ARTICLES OF MERGER

OF

ICEROCK EAST, INC. (formerly known as Isokern East, Inc.
Document Number P93000077357),
a Florida corporation,

ICEROCK WEST, INC. (formerly known as Isokern West, Inc.,
Document Number P01000063912),
a Florida corporation,

ICEROCK OF TEXAS, INC., a Texas corporation (formerly known as ISOKERN OF TEXAS,
a Texas corporation Charter Number 01238477).

ICEROCK NEW ENGLAND, INC., formerly known as ISOKERN OF NEW ENGLAND, INC.,
a corporation formed under the laws of Massachusetts, (formerly known as ISOKERN OF NEW
ENGLAND, INC.), and

INTO

EARTHCORE INDUSTRIES, INC.
(document number V02610),
a Florida corporation ("Surviving Corporation")

EFFECTIVE DATE
12-31-08

Pursuant to the provisions of the Florida Business Corporation Act and the laws of the Commonwealth of Massachusetts, and the laws of the State of Texas; the undersigned corporations adopt the following articles of merger for the purpose of merging them into one of such corporations:

First: The following plan of merger (the "Plan of Merger") was approved by the shareholders of each of the undersigned corporations in the manner prescribed by the Florida Business Corporation Act, laws of the Commonwealth of Massachusetts, and the laws of the State of Texas:

See Exhibit "A" attached hereto.

Second: The Surviving Corporation is Earthcore Industries, Inc.

Third: As of the Effective Time, Article I of the Articles of Incorporation of Earthcore Industries, Inc. shall be amended to provide:

"Name: The name of the corporation is "Icerock, Inc."

Fourth: As to each of the undersigned corporations, the number of shares outstanding, and the designation and number of outstanding shares entitled to vote on such plan, are as follows:

Name of Corporation	Number of Shares Outstanding	Number of Shares Entitled to Vote
ICEROCK EAST, INC.	2,250	2,250
ICEROCK WEST, INC.	200	200
ICEROCK TEXAS, INC.	250	250
ICEROCK NEW ENGLAND, INC.	500	500
EARTHCORE INDUSTRIES, INC. (name to change to "ICEROCK, INC.")	100	100

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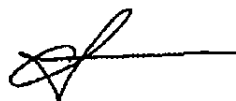
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Fifth: The Shareholders and Directors of each of the undersigned corporations unanimously adopted the Plan of Merger on December 17, 2008.

Sixth: The Effective Date of the merger described herein shall be December 31, 2008.

Dated: December 17, 2008.



Carl Spadaro

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IN WITNESS WHEREOF, East, West, Texas, New England, and Earthcore have caused this Agreement to be executed by their respective duly authorized officers as of the date first above-written.

"East"

ICEROCK EAST, INC.

By: 
Carl Spadaro
President

"West"

ICEROCK WEST, INC.

By: 
Carl Spadaro
President

"Texas"

ICEROCK TEXAS, INC.

By: 
Carl Spadaro
President

"New England"

ICEROCK NEW ENGLAND, INC.

By: 
Carl Spadaro
President

"Earthcore"

EARTHCORE INDUSTRIES, INC.

By: 
Carl Spadaro
President

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EXHIBIT "A"

PLAN OF MERGER

THIS PLAN OF MERGER, dated as of December 17, 2008 (this "Agreement"), is entered into by and among ICEROCK EAST, INC. ("East"); ICEROCK WEST, INC. ("West"); ICEROCK OF TEXAS, INC. ("Texas"); ICEROCK NEW ENGLAND, INC. ("New England") and EARTHCORE INDUSTRIES, INC. ("Earthcore").

WHEREAS, East has authorized capital stock of 100,000 shares of common stock, \$.01 par value, of which 2,250 shares were issued and outstanding on September 30, 2008;

WHEREAS, West has authorized capital stock of 200 shares of common stock, no par value, of which 200 shares were issued and outstanding on September 30, 2008;

WHEREAS, Texas has authorized capital stock of 1,500 shares of common stock, \$1.00 par value, of which 250 shares were issued and outstanding on September 30, 2008;

WHEREAS, New England has authorized capital stock of 1,000 shares of common stock, no par value, of which 500 shares were issued and outstanding on September 30, 2008;

WHEREAS, Earthcore has authorized capital stock of 1,500 shares of common stock, \$1.00 par value, of which 100 shares were issued and outstanding on September 30, 2008;

WHEREAS, Earthcore has authorized capital stock consisting of 1,500 shares of common stock, \$1.00 par value, ("Earthcore Industries, Common Stock") of which 100 shares are issued and outstanding on September 30, 2008;

WHEREAS, the Board of Directors and Shareholders of East, West, Texas and New England and the Board of Directors and Shareholders of Earthcore have approved a reorganization and merger (the "Merger") pursuant to which East, West, Texas and New England will be merged with and into Earthcore, with Earthcore being the surviving corporation and acquiring all the assets and liability of East, West, Texas and New England; and

NOW, THEREFORE, in consideration of the mutual agreements and covenants set forth herein, East, West, Texas and New England and Earthcore hereby agree as follows:

1. Merger. Subject to the terms and conditions hereinafter set forth, East, West, Texas and New England shall be merged with and into Earthcore, with Earthcore being the surviving corporation. The Merger shall be effective when this properly executed plan of merger consistent, together with any other documents required by law to be filed to effectuate the Merger, shall be effective at 11:59 p.m. on December 31, 2008 (the "Effective Time" of the Merger).
2. Governing Documents. Earthcore shall be the surviving corporation in the Merger, and shall continue its existence under the laws of the State of Florida. The Articles of Incorporation of Earthcore, as in effect immediately prior to the Effective Time, without change or amendment until thereafter amended, and the By-laws of Earthcore, as in effect immediately prior to the Effective Time, without change or amendment until thereafter amended.

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3. Name Change. At the Effective Time the name of "Earthcore Industries, Inc. shall be changed to "Icerock, Inc."
4. Directors and Officers. At the Effective Time, the officers and directors of Earthcore prior to the Effective Time, shall be the directors and officers, respectively of Earthcore.
5. Succession. At the Effective Time, the separate corporate existence of East, West, Texas and New England shall cease, and Earthcore shall succeed East, West, Texas and New England in the manner set forth in Section 607.1106 of the Florida Business Corporation Act and corresponding provisions of the laws of the Commonwealth of Massachusetts and the laws of the State of Texas and Earthcore and shall acquire all the assets of East, West, Texas and New England.
6. Effect on Shares. At the Effective Time, by virtue of the Merger each of the outstanding shares of (i) East shall be converted into 100/2,250 share each of Earthcore shares; (ii) West shall be converted into one-half (1/2) share of Earthcore shares; (iii) Texas into 4/10 shares of Earthcore shares; and (iv) New England into 1/5 shares of Earthcore shares.
7. Further Assurances. From time to time, as and when required by Earthcore or by its successors or assigns, there shall be executed and delivered on behalf of East, West, Texas and New England such deeds and other instruments, and there shall be taken or caused to be taken by it all such further and other action as shall be appropriate or necessary to vest, perfect, or confirm, of record or otherwise, in Earthcore the title to and possession of all property, interests, assets, rights, privileges, immunities, powers, franchises and authority of East, West, Texas and New England and otherwise carry out the purposes of this Agreement; and the officers and directors of Earthcore are fully authorized, in the name and on behalf of East, West, Texas, New England and Earthcore or otherwise, to take any and all such action and to execute and deliver any and all such deeds and instruments.
8. Qualification of Merger as a Tax-Free Reorganization. It is the intention of the parties to the Merger that the Merger will be treated for federal income tax purposes as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended, and that accordingly (a) no gain or loss will be recognized by East, West, Texas, and New England or Earthcore as a result of the Merger, (b) no gain or loss will be recognized by the stockholders of East, West, Texas, and New England upon conversion of their shares to shares of common stock of Earthcore pursuant to the merger, and (c) the tax basis of Earthcore common stock issuable pursuant to the merger will be the same as the East, West, Texas, and New England before.
9. Amendments; Abandonment. Subject to applicable law, this Agreement may be amended, modified or supplemented by written agreement of the parties hereto at any time prior to the Effective Time with respect to any of the terms contained herein.
10. Counterparts. In order to facilitate the filing and recording of this Agreement, this Agreement may be executed in two or more counterparts, each of which shall be deemed to be an original and such counterparts shall together constitute one and the same instrument.