

P04000109209

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MERGER OR SHARE EXCHANGE

LOGISTICS ONLINE, INC.

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9/10/04
merger
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September 9, 2004

LOGISTICS ONLINE, INC.
2501 E. COMMERCIAL BLVD.
SUITE 212
FT. LAUDERDALE, FL 33308

SUBJECT: LOGISTICS ONLINE, INC.
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Susan Payne
Senior Section Administrator

FAX Aud. #: H04000181242
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ARTICLES AND PLAN OF MERGER
OF
FIRST CARIBBEAN MINING DEVELOPMENT, INC.
(Incorporated: Ontario, Canada)
WITH AND INTO
LOGISTICS ONLINE, INC.
(a Florida corporation)

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Pursuant to Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations adopt the following Articles of Merger:

FIRST: The plan of merger is as follows:

1. **Merger.** FIRST CARIBBEAN MINING DEVELOPMENT, INC., a Ontario, Canada, corporation ("ONTARIO"), shall be merged (the "Merger") with and into LOGISTICS ONLINE, INC., a Florida corporation bearing Document Number P04000109209 ("FLORIDA"). FLORIDA and ONTARIO are sometimes hereinafter collectively referred to as the "Constituent Corporations." FLORIDA shall be the surviving corporation of the Merger (the "Surviving Corporation") effective upon the date when these Articles of Merger are filed with the Secretary of the State of Florida (the "Effective Date").
2. **Articles of Incorporation and By-Laws.** The Articles of Incorporation and the By-Laws of FLORIDA shall be the Articles of Incorporation and By-Laws of the Surviving Corporation.
3. **Officers and Directors.** The officers and directors of FLORIDA shall be the officers and directors of the Surviving Corporation.
4. **Succession.** On the Effective Date, FLORIDA shall continue its corporate existence under the laws of the State of Florida, and the separate existence and corporate organization of ONTARIO, except insofar as it may be continued by operation of law, shall be terminated and cease.
5. **Conversion of Common Stock.** On the Effective Date, by virtue of the Merger and without any further action on the part of the Constituent Corporations or their shareholders, each outstanding share of ONTARIO'S common stock and associated stock purchase rights shall be converted at the Effective Date of the Merger into the right to receive Twenty One (21.0) fully paid and non-assessable restricted share(s) of FLORIDA common stock, \$.0001 par value, pursuant to the Agreement and Plan of Merger (the 'Plan of Merger') between FLORIDA and ONTARIO. Each share of common stock of FLORIDA issued and outstanding prior to the Effective Date shall remain outstanding.

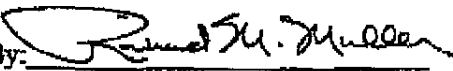
SECOND: The Effective Date of the Merger is the date upon which these Articles of Merger are filed with the Secretary of the State of Florida.

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THIRD: The Plan of Merger was adopted by FLORIDA's Board of Directors by Unanimous Written Consent dated July 27, 2004, and by ONTARIO'S Board of Directors by unanimous written consent dated July 27, 2004. Approval by ONTARIO's Shareholders was obtained by written consent of a majority of its shareholders as required under ONTARIO law. Approval by FLORIDA'S Shareholders was not required pursuant to Section 607.1103(7) of the Florida Business Corporation Act.

Signed this 27th day of July, 2004.

LOGISTICS ONLINE, INC.
a Florida corporation

By: 

Name: Richard M. Muller
Title: President

FIRST CARIBBEAN MINING DEVELOPMENT, INC.
a ONTARIO corporation

By: 

Name: Sandy Winick
Title: