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Dean Heller

Dean Heller
Secretary of State

Articles of Merger
(PURSUANT TO NRS 92A.200)
Page 1

Important: Read attached instructions before completing form.

ABOVE SPACE IS FOR OFFICE USE ONLY

(Pursuant to Nevada Revised Statutes Chapter 92A)
(excluding 92A.200(4b))
SUBMIT IN DUPLICATE

- 1) Name and jurisdiction of organization of each constituent entity (NRS 92A.200). If there are more than four merging entities, check box ☐ and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity.

HLV Trading Corp.

Name of merging entity

Nevada

Jurisdiction

Corporation

Entity type *

Name of merging entity

Jurisdiction

Entity type *

Name of merging entity

Jurisdiction

Entity type *

Name of merging entity

Jurisdiction

Entity type *

and,

HLV Trading Corp.

Name of surviving entity

Wyoming

Jurisdiction

Corporation

Entity type *

* Corporation, non-profit corporation, limited partnership, limited-liability company or business trust.

This form must be accompanied by appropriate fees. See attached fee schedule.

Nevada Secretary of State AM Merger 2003
Revised on: 12/24/03



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- 2) Forwarding address where copies of process may be sent by the Secretary of State of Nevada (if a foreign entity is the survivor in the merger - NRS 92A.1 90):

Attn: Patrick Paterson

c/o: 221 Goolsby Blvd.
Deerfield Beach, FL 33442

- 3) (Choose one)

- ☒ The undersigned declares that a plan of merger has been adopted by each constituent entity (NRS 92A.200).
- ☐ The undersigned declares that a plan of merger has been adopted by the parent domestic entity (NRS 92A.180)

- 4) Owner's approval (NRS 92A.200)(options a, b, or c must be used, as applicable, for each entity) (if there are more than four merging entities, check box ☐ and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity):

- (a) Owner's approval was not required from

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

and, or;

Name of surviving entity, if applicable

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Nevada Secretary of State AM Merger 2003
Revised on 10/24/03



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(b) The plan was approved by the required consent of the owners of *:

HLV Trading Corp.

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

and, or;

HLV Trading Corp.

Name of surviving entity, if applicable

* Unless otherwise provided in the certificate of trust or governing instrument of a business trust, a merger must be approved by all the trustees and beneficial owners of each business trust that is a constituent entity in the merger.

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Nevada Secretary of State AM Merger 2003
Revised on: 10/2/03



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(c) Approval of plan of merger for Nevada non-profit corporation (NRS 92A.160):

The plan of merger has been approved by the directors of the corporation and by each public officer or other person whose approval of the plan of merger is required by the articles of incorporation of the domestic corporation.

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

and, or;

Name of surviving entity, if applicable

This form must be accompanied by appropriate fees. See attached fee schedule.

Nevada Secretary of State AM Merger 2003
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- 5) Amendments, if any, to the articles or certificate of the surviving entity. Provide article numbers, if available. (NRS 92A.200)**:

- 6) Location of Plan of Merger (check a or b):

☒ (a) The entire plan of merger is attached;

or,

☐ (b) The entire plan of merger is on file at the registered office of the surviving corporation, limited-liability company or business trust, or at the records office address if a limited partnership, or other place of business of the surviving entity (NRS 92A.200).

- 7) Effective date (optional)**: 1/20/05

* Amended and restated articles may be attached as an exhibit or integrated into the articles of merger. Please entitle them "Restated" or "Amended and Restated," accordingly. The form to accompany restated articles prescribed by the secretary of state must accompany the amended and/or restated articles. Pursuant to NRS 92A.180 (merger of subsidiary into parent - Nevada parent owning 90% or more of subsidiary), the articles of merger may not contain amendments to the constituent documents of the surviving entity except that the name of the surviving entity may be changed.

** A merger takes effect upon filing the articles of merger or upon a later date as specified in the articles, which must not be more than 90 days after the articles are filed (NRS 92A.240).

This form must be accompanied by appropriate fees. See attached fee schedule.

Nevada Secretary of State AM Merger 2003
Revised on: 10/24/03



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- 8) **Signatures - Must be signed by: An officer of each Nevada corporation; All general partners of each Nevada limited partnership; All general partners of each Nevada limited partnership; A manager of each Nevada limited-liability company with managers or all the members if there are no managers; A trustee of each Nevada business trust (NRS 92A.230)*** (if there are more than four merging entities, check box ☐ and attach an 8 " x 11 " blank sheet containing the required information for each additional entity.):

HLV Trading Corp.

Name of merging entity

Pat Peterson
Signature

President

Title

1/20/05

Date

Name of merging entity

Signature

Title

Date

Name of merging entity

Signature

Title

Date

Name of merging entity

Signature

Title

Date

HLV Trading Corp.

Name of surviving entity

Pat Peterson
Signature

President

Title

1/20/05

Date

* The articles of merger must be signed by each foreign constituent entity in the manner provided by the law governing it (NRS 92A.230). Additional signature blocks may be added to this page or as an attachment, as needed.

IMPORTANT: Failure to include any of the above information and submit the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees. See attached fee schedule.

**PLAN AND ARTICLES OF MERGER
OF**

**HLV TRADING CORP.
A NEVADA CORPORATION**

INTO

**HLV TRADING CORP.
A WYOMING CORPORATION**

THE UNDERSIGNED CORPORATIONS DO HERBY CERTIFY:

ARTICLES OF MERGER

ARTICLES OF MERGER (these "Articles") made and entered into as of January 25, 2005 by and between **HLV TRADING CORP.**, a Nevada corporation and **HLV TRADING CORP.**, a Wyoming corporation. These Articles are adopted pursuant to Wyoming Business Corporation Act. All of such laws expressly permit the merger described herein subject to and pursuant to all of the terms and conditions as set forth herein.

**ARTICLE I
SURVIVOR CORPORATION**

HLV TRADING CORP., the Wyoming Corporation, shall be the "Survivor Corporation".

**ARTICLE II
SHARES AUTHORIZED AND OUTSTANDING**

On the date of these Articles of Merger, **HLV TRADING CORP.** (Nevada) has authority to issue 100,000,000 shares of Common Stock with \$.001 par value, of which 9,911,266 common shares are issued and outstanding.

On the date of these Articles of Merger, **HLV TRADING CORP.** (Wyoming) has authority to issue unlimited shares of Common Stock with \$.00001 par value, of which no shares are issued and outstanding.

ARTICLE III SHAREHOLDER VOTE

On January 19, 2005, in a proxy meeting a majority of the shareholders entitled to vote on this action constituting the outstanding shares of **HLV TRADING CORP.** (Nevada) Common Stock approved the Agreement and Plan of Merger to merge **HLV TRADING CORP.** (Nevada) into **HLV TRADING CORP.** (Wyoming). Said number of vote's 51.33% was sufficient for approval by the shareholders. The plan of merger was duly authorized by all action required by the laws under which it was incorporated and by its constituent documents.

On January 14, 2005 in a meeting held for the shareholders entitled to vote on the action, of the outstanding shares of **HLV TRADING CORP.** (Wyoming) Common Stock approved the Agreement and Plan of Merger to merge **HLV TRADING CORP.** (Nevada) into **HLV TRADING CORP.** (Wyoming). Said number of votes 90.20% was sufficient for approval by the shareholders. The plan of merger was duly authorized by all action required by the laws under which it was incorporated and by its constituent documents.

ARTICLE IV PLAN OF MERGER

The executed Agreement and Plan of Merger is on file at the principal place of business of the surviving corporation **HLV TRADING CORP.** (Wyoming). Said address is: 85 Muir Rd., Winnipeg, M.B. Canada R2X 2X7.

A copy of the Agreement and Plan of Merger will be furnished by the Survivor Corporation to any shareholder of any constituent corporation.

The terms of the Agreement and Plan of Merger are as follows:

(1) **HLV TRADING CORP.** (Nevada) shall be merged with and into **HLV TRADING CORP.** (Wyoming) and **HLV TRADING CORP.** (Wyoming) shall survive the merger ("Merger"), effective upon the date when the Agreement and Plan of Merger is made effective in accordance with applicable laws (the "Effective Date").

(2) *Governing Documents.* The Bylaws of **HLV TRADING CORP.** (Wyoming), in effect on the Effective Date, shall continue to be the Bylaws of **HLV TRADING CORP.** (Wyoming) as the Survivor Corporation without change or amendment until further amended in accordance with the provisions thereof and applicable laws.

(3) *Issuance of Additional Shares.* The Corporation at this time shall not issue any additional shares.

(4) *Terms and Conditions of the Merger.*

(a) The terms and conditions of the merger are, and the manner and basis of converting shares of each corporation into shares of the surviving corporation are as follows: upon effectiveness of the merger, all outstanding common shares of **HLV**

TRADING CORP. (Wyoming), (namely 883,523,172 shares) shall be retained and converted to approximately 883,523,172 common shares of **HLV TRADING CORP.** (Nevada) by its Transfer Agent on the basis of one (1) share of **HLV TRADING CORP.** (Wyoming) common stock for one share of common stock of **HLV TRADING CORP.** (Nevada).

(b) **HLV TRADING CORP.** (Wyoming) has voted by 51.33% to forward-split its 21,036,266 outstanding shares by forty-two (42) to one (1).

(c) **HLV TRADING CORP.** has 21,036,266 shares of common stock outstanding, of which 51.33% were voted in favor of the merger by written consent effective December 31, 2004.

(d) *The effective date of the merger shall be the date this document is filed and stamped with the Department of Corporations of the State of Wyoming.*

(5) *Lockup Agreement.* There is no lockup agreement effective at this time.

(6) *Resignation of Officers and Directors.* Each of the current officers and directors of **HLV TRADING CORP.** (Nevada) shall have delivered to **HLV TRADING CORP.** (Wyoming) written resignations effective as of the effective date of the Merger (the "Effective Date").

(7) *Further Assurances.* From time to time, as and when required by the Survivor Corporation or by its successors and assigns, there shall be executed and delivered on behalf of **HLV TRADING CORP.** (Nevada) such deeds and other instruments, and there shall be taken or caused to be taken by it such further and other action, as shall be appropriate or necessary in order to vest, perfect or confirm, of record or otherwise, in the Survivor Corporation the title to and possession of all the property, interests, assets, rights, privileges, immunities, powers, franchises and authority of **HLV TRADING CORP.** (Nevada), and otherwise to carry out the purposes of the Merger Agreement, and the officers and directors of the Survivor Corporation are fully authorized in the name and on behalf of **HLV TRADING CORP.** (Nevada) or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

(8) *Access to Documentation.* Prior to the merger, **HLV TRADING CORP.** (Nevada) and **HLV TRADING CORP.** (Wyoming) shall provide each other full access to their books and records, and shall furnish financial and operating data and such other information with respect to their business and assets as may reasonably be requested from time to time. If the proposed transaction is not consummated, all parties shall keep confidential any information (unless ascertainable from public filings or published information) obtained concerning each other's operations, assets and business.

(9) *Abandonment.* At any time before the effective Date, the Agreement and Plan of Merger and the Articles of Merger may be terminated and the merger may be abandoned by the Board of Directors of either **HLV TRADING CORP.** (Nevada) or **HLV TRADING CORP.** (Wyoming) or both, notwithstanding approval of the Agreement and Plan of Merger by the shareholders of **HLV TRADING CORP.** (Nevada) or the shareholders of **HLV TRADING CORP.** (Wyoming) or both.

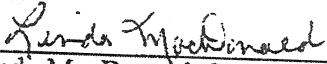
IN WITNESS WHEREOF, these Articles of Merger, having first been duly approved by resolution of the Board of Directors of **HLV TRADING CORP.** (Nevada) and **HLV TRADING CORP.** (Wyoming) and their respective shareholders, is hereby executed on behalf of each of said two corporations by their respective officers thereunto duly authorized.

HLV TRADING CORP.
A Nevada corporation

ATTEST:



Patrick Paterson, President



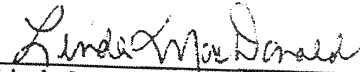
Linda MacDonald, Secretary

HLV TRADING CORP.
A Wyoming corporation

ATTEST:



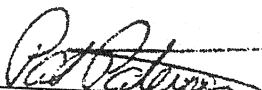
Patrick Paterson, President



Linda MacDonald, Secretary

VERIFICATION

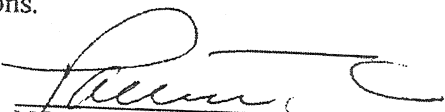
The undersigned, after being duly sworn, does hereby depose and state, that he is the President of **HLV TRADING CORP.**, a Nevada corporation, and that he has read the foregoing Articles of Merger and knows the contents thereof, and does hereby certify that these Articles of Merger contain a truthful statement of the Agreement and Plan of Merger as duly adopted by the Board of Directors by a majority of the stockholders of the corporation.



Patrick Paterson, President

State of _____)
County of _____) ss.

On the 18 day of January, 2005 personally appeared before me the President of **HLV TRADING CORP.**, a Nevada corporation, the signer of the above instrument who duly acknowledged to me that he executed the same on behalf of said corporation pursuant to duly adopted director's resolutions.



NOTARY PUBLIC

426 Portage Avenue
Address

Winnipeg, Manitoba, Canada

My Commission Expires: N/A

SEAL