

CERTIFICATE OF MERGER

MERGING

JACKSON TRADING COMPANY
(a Corporation of the State of Florida)

INTO

GOLD & SILVER RESERVE, INC.
(a Corporation of the State of Delaware)

FIRST: Jackson Trading Company ("JTC"), a corporation organized and existing under the laws of the State of Florida, and Gold & Silver Reserve, Inc. ("G&SR"), a corporation organized and existing under the laws of the State of Delaware, agree that JTC shall be merged into G&SR. The terms and conditions of the merger and the mode of carrying the same into effect are as set forth herein and in an agreement of merger approved, adopted, certified, executed and acknowledged by JTC and G&SR in accordance with Florida and Delaware laws.

SECOND: G&SR, a corporation organized and existing under the laws of the State of Delaware, shall survive the merger and shall continue under the name Gold & Silver Reserve, Inc.

THIRD: No amendments to the certificate of incorporation of G&SR are to be effected as part of the merger.

FOURTH: The total number of shares of stock of all classes which JTC has authority to issue is ten thousand (10,000) shares, \$1 par value, with an aggregate par value of ten thousand dollars (\$10,000).

FIFTH: The principal office of G&SR is located at 103 Foulk Road, Suite 202, Wilmington, Delaware 19803. The executed agreement of merger is on file at an office of G&SR located at c/o Smith & Downey, P.A., One West Pennsylvania Avenue, Suite 950, Baltimore, Maryland 21204. A copy thereof will be furnished by G&SR, on request and without cost, to any stockholder of G&SR or JTC.

SIXTH: The terms and conditions of the merger transaction as set forth in this Certificate of Merger were advised, authorized and approved by JTC and its stockholders, in the manner and by the vote required by its charter and the laws of Florida. The manner in which the merger was approved is as follows:


The merger was (a) duly advised by the board of directors of JTC, by the adoption on December 28, 2000, of a resolution by unanimous written consent declaring that the merger herein proposed was advisable substantially upon the terms and conditions set forth in this Certificate of Merger, recommending the proposed merger to the stockholders and directing that the proposed merger be submitted for action by the stockholders of said corporation, and (b) duly approved by the written consent of the stockholders of said corporation on December 28, 2000.

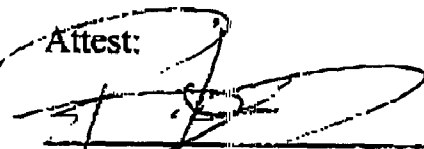
SEVENTH: The terms and conditions of the transaction as set forth in this Certificate of Merger were duly advised and authorized and approved by G&SR in the manner and by the vote required by the laws of the State of Delaware and by the certificate of incorporation of G&SR. The manner in which the merger was approved is as follows:

The merger was duly advised and approved by the unanimous written consent of the board of directors of G&SR on December 28, 2000.


IN WITNESS WHEREOF, JTC and G&SR, the parties to the merger, have caused this Certificate of Merger to be signed in their respective names and on their behalf by their respective presidents and witnessed or attested by their respective secretaries as of the 28th day of December, 2000.

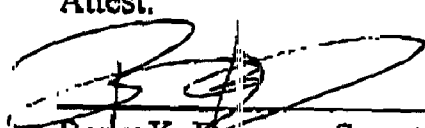
JACKSON TRADING COMPANY

By: 
Douglas Jackson, President

Attest:

Barry K. Downey, Secretary

GOLD & SILVER RESERVE, INC.


By: 
Douglas Jackson, President

Attest:

Barry K. Downey, Secretary

THE UNDERSIGNED, President of Jackson Trading Company who executed on behalf of said corporation the foregoing Certificate of Merger, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Certificate of Merger to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.


Douglas Jackson

THE UNDERSIGNED, President of Gold & Silver Reserve, Inc. who executed on behalf of said corporation the foregoing Certificate of Merger, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Certificate of Merger to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.



Douglas Jackson

BAKER/Gold & Silver Reserve/JTC AOM 1



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 9, 2001

JAMES E. BAKER
120 E. BALTIMORE ST., STE. 2100
BALTIMORE, MD 21202-1643

Re: Document Number F99000003641

The Articles of Merger for GOLD & SILVER RESERVE, INC., the surviving Delaware entity, were filed on December 29, 2000, effective December 31, 2000.

Should you have any questions regarding this matter, please feel free to telephone (850) 487-6050, the Amendment Filing Section.

Velma Shepard
Corporate Specialist
Division of Corporations

Letter Number: 901A00001239

Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314

RECORDED: 08/11/2004

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REEL: 003026 FRAME: 0885