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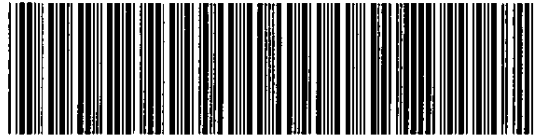
(Business Entity Name)

(Document Number)

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**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** NYCON, Inc.  
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Richard M. Hess, Jr.  
Contact Person

Buchanan & Stouffer, P.C.  
Firm/Company

141 Union Blvd., Suite 300,  
Address

Lakewood, CO 80228  
City/State and Zip Code

rhess@buchananstouffer.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Richard M. Hess, Jr. At ( 303 ) 987-3800  
Name of Contact Person Area Code & Daytime Telephone Number

Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

**STREET ADDRESS:**  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

**MAILING ADDRESS:**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

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**ARTICLES OF MERGER**  
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act pursuant to section 607.1105, Florida Statutes.

**First:** The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>NYCON, Inc.</u>	<u>Colorado</u>	_____

**Second:** The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>NYCON RESOURCES, Inc.</u>	<u>Florida</u>	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

**Third:** The Plan of Merger is attached.

**Fourth:** The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

**OR** \_\_\_\_/\_\_\_\_/\_\_\_\_ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

**Fifth:** Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)  
The Plan of Merger was adopted by the shareholders of the surviving corporation on July 27, 2009.

The Plan of Merger was adopted by the board of directors of the surviving corporation on \_\_\_\_\_ and shareholder approval was not required.

**Sixth:** Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)  
The Plan of Merger was adopted by the shareholders of the merging corporation(s) on July 27, 2009.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on \_\_\_\_\_ and shareholder approval was not required.

*(Attach additional sheets if necessary)*



ARTICLES AND STATEMENT OF MERGER

OF

NYCON RESOURCES, INC.

WITH AND INTO NYCON, INC.

The undersigned corporations do hereby execute the following Articles and Statement of Merger pursuant to Article 111 of the Colorado Business Corporation Act and Chapter 607 of the Florida Business Corporation Act for the purpose of merging NYCON RESOURCES, INC., a Florida corporation, with and into NYCON, INC., a Colorado corporation, which shall be the "Surviving Corporation."

1. The name and principal office address of each of the undersigned corporations and the state in which each is incorporated are as follows:

<u>Name and Principal Address of Corporation</u>	<u>State of Incorporation</u>
NYCON, INC. 12345 W. Alameda Parkway, Suite 212, Lakewood, Colorado 80228	Colorado
NYCON RESOURCES, INC. 12345 W. Alameda Parkway, Suite 212, Lakewood, Colorado 80228	Florida

2. The name which the Surviving Corporation is to have after the merger will be "NYCON, INC."

3. This merger is permitted under the laws of the State of Colorado and of the State of Florida. NYCON, INC. and NYCON RESOURCES, INC. have complied with the applicable provisions of the laws of the State of Colorado and of the State of Florida.

4. The Agreement and Plan of Merger of NYCON RESOURCES, INC. with and into NYCON, INC. (the "Agreement and Plan of Merger") is set forth in Exhibit A attached hereto and incorporated herein by reference.

5. The Board of Directors of NYCON, INC., the Surviving Corporation in the merger, approved and adopted the Agreement and Plan of Merger by written consent effective as of July 27, 2009, and directed that such document be submitted to a vote of its shareholders. The Boards of Directors of both NYCON RESOURCES, INC. and NYCON, INC. approved and adopted the Agreement and Plan of Merger by written consent effective as of July 27, 2009, and directed that such document be submitted to a vote of their shareholders. The shareholders of both NYCON RESOURCES, INC. and NYCON, INC. duly approved and adopted the Agreement and Plan of Merger by written consent effective as of October 31, 2008, in the manner prescribed by law.

6. One hundred percent (100%) of the issued and outstanding shares of NYCON, INC. were cast in favor of the proposed merger.

7. One hundred percent (100%) of the issued and outstanding shares of NYCON RESOURCES, INC. were cast in favor of the proposed merger.

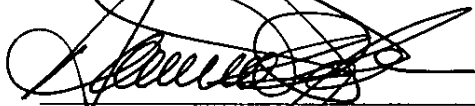
8. The number of shares cast in favor of the proposed Plan by each voting group entitled to vote upon the proposed Plan was sufficient for approval by that voting group.

9. The Articles of Incorporation of NYCON, INC. will not be amended in conjunction with the merger.

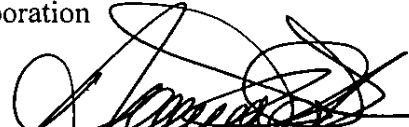
10. These Articles and Statement of Merger, and the Agreement and Plan of Merger incorporated herein by reference, shall be effective on August 1, 2009, pursuant to the Colorado Business Corporation Act and the Florida Business Corporation Act, and the merger therein contemplated shall be deemed to be completed and consummated on said date.

IN WITNESS WHEREOF, these Articles and Statement of Merger have been signed by the Presidents of NYCON, INC. and of NYCON RESOURCES, INC., each thereunto duly authorized, effective as of July 27, 2009.

NYCON, INC., a Colorado corporation

By:   
DANIEL A. NYE, President

NYCON RESOURCES, INC., a Florida corporation

By:   
DANIEL A. NYE, President

AGREEMENT AND PLAN OF MERGER

OF

NYCON RESOURCES, INC.

WITH AND INTO

NYCON, INC.

THIS AGREEMENT AND PLAN OF MERGER is made and entered into effective as of August 1, 2009, by and between NYCON RESOURCES, INC., a Florida corporation (hereinafter sometimes referred to as the "Merging Corporation") and NYCON, INC., a Colorado corporation (hereinafter sometimes referred to as the "Surviving Corporation"), said corporations being hereinafter sometimes referred to collectively as the "Constituent Corporations";

WITNESSETH:

WHEREAS, the Boards of Directors and Shareholders of each of the Constituent Corporations deem it advisable and in the best interests of the Constituent Corporations that NYCON RESOURCES, INC. be merged with and into NYCON, INC. with NYCON, INC. being the Surviving Corporation, under and pursuant to the laws of the State of Florida and of the State of Colorado and on the terms and conditions set forth herein;

NOW, THEREFORE, the parties hereto agree as follows:



ARTICLE I

MERGER

1.1 NYCON RESOURCES, INC. shall be merged with and into NYCON, INC. in accordance with the laws of the State of Colorado, and as permitted pursuant to the laws of the State of Florida. See C.R.S. §§7-9-203(2) and 7-111-106.5, and FLA. STAT. §607.1107(1)(a). The separate corporate existence of NYCON RESOURCES, INC. shall thereby cease, and NYCON, INC. shall be the Surviving Corporation.

1.2 The name which the Surviving Corporation is to have after the merger shall be "NYCON, INC."

1.3 On the Effective Date (as defined in Section 2.1 below), the separate existence of the Merging Corporation shall cease. Except as herein otherwise specifically set forth, from and after the Effective Date the Surviving Corporation shall possess all of the rights, privileges, immunities and franchises, to the extent consistent with its Articles of Incorporation, of the Constituent Corporations. All the rights, privileges, powers and franchises of the Merging Corporation and all debts due on whatever account to it, including all choses in action and all and every other interest of or belonging to it, shall be taken by and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and all such property, rights, privileges, immunities and franchises, of a public as well as of a private nature, and all and every other interest of the Merging Corporation shall be thereafter as effectually the property of the Surviving Corporation as they were of the Merging Corporation.

1.4 From and after the Effective Date, the Surviving Corporation shall be subject to all the duties and liabilities of a corporation organized under the Colorado Business Corporation Act and shall be liable and responsible for all the liabilities and obligations of the Constituent Corporations. The rights of the creditors of the Constituent Corporations, or of any person dealing with such corporations, or any liens upon the property of such corporations, shall not be impaired by this merger, and any claim existing or action or proceeding pending by or against any of such corporations may be prosecuted to judgment as if this merger had not taken place, or the Surviving Corporation may be proceeded against or substituted in place of the Merging Corporation. Except as otherwise specifically provided to the contrary herein, the identity, existence, purposes, powers, franchises, rights immunities and liabilities of the Surviving Corporation shall continue unaffected and unimpaired by the merger.

## ARTICLE II

### TERMS AND CONDITIONS OF THE MERGER

The terms and conditions of the merger shall be as follows:

2.1 The merger shall become effective on just August 1, 2009, pursuant to Article 111 of the Colorado Business Corporation Act. The date of such effectiveness is referred to in this Agreement as the "Effective Date."

2.2 Prior to the Effective Date, the Constituent Corporations shall take all such action as shall be necessary or appropriate in order to effect the merger. If at any time after the Effective Date, the Surviving Corporation shall determine that any further

conveyance, assignment or other documents or any further action is necessary or desirable in order to vest in, or confirm to, the Surviving Corporation full title to all of the property, assets, rights, privileges and franchises of the Constituent Corporations or any of them, the officers and directors of the Constituent Corporations shall execute and deliver all such instruments and take all such further actions as the Surviving Corporation may determine to be necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of all such property, assets, rights, privileges, immunities and franchises, and otherwise to carry out the purposes of this Agreement and Plan.

### ARTICLE III

#### ARTICLES AND BYLAWS; DIRECTORS AND OFFICERS

3.1 The Articles of Incorporation of NYCON, INC., as in effect immediately prior to the Effective Date, shall, after the merger, continue to be the Articles of Incorporation of the Surviving Corporation until duly amended in accordance with law, and no change to such Articles of Incorporation shall be effected by the merger.

3.2 The Bylaws of NYCON, INC., as in effect immediately prior to the Effective Date, shall, after the merger, continue to be the Bylaws of the Surviving Corporation until duly amended in accordance with law, and no change to such Bylaws shall be effected by the merger.

3.3 The persons who are the Directors and officers of NYCON, INC. immediately prior to the Effective Date shall, after the merger, continue as the Directors and officers of the Surviving Corporation without change, to serve, subject to the provisions

of the Bylaws of the Surviving Corporation, until their successors have been duly elected and qualified in accordance with the laws of the State of Colorado and the Articles of Incorporation and Bylaws of the Surviving Corporation.

#### ARTICLE IV

#### CONVERSION OF SHARES

4.1 The Surviving Corporation has authority to issue, in the aggregate, One Million Ten Thousand (1,010,000) shares of stock, consisting of Ten Thousand (10,000) Series A common shares having no par value and One Million (1,000,000) Series B common shares having no par value. Both series of shares will be identical in all respects, except that the Series B shares shall carry no right to vote for the election of directors of the corporation and no right to vote on any other matter presented to the shareholders for their vote or approval. The Surviving Corporation presently has two (2) Series A common shares issued and outstanding.

4.2 NYCON RESOURCES, INC. presently has issued and outstanding Four Thousand (4,000) shares of \$10.00 par value common stock ("NYCON RESOURCES, INC. Common"), which shares of NYCON RESOURCES, INC. Common are the only outstanding shares of NYCON RESOURCES, INC..

4.3 On the Effective Date, each issued and outstanding share of NYCON RESOURCES, INC. Common shall be converted into One (1) Series A common share and One Hundred (100) Series B common shares. After the Effective Date, each holder of an outstanding certificate or certificates theretofore representing shares of NYCON

RESOURCES, INC. Common may, but shall not be required to, surrender the same to the Surviving Corporation for cancellation or transfer. Each such holder or transferee of NYCON RESOURCES, INC. Common will be entitled to receive certificates representing One (1) Series A common share and One Hundred (100) Series B common shares of NYCON, INC. Common for every one (1) share of NYCON RESOURCES, INC. Common previously represented by the stock certificates surrendered. Until so surrendered or presented for transfer, each outstanding certificate which prior to the Effective Date represented NYCON RESOURCES, INC. Common shall be deemed and treated for all corporate purposes to represent the ownership of Series A common shares and Series B common shares in the proportions described above. No other cash, shares, securities or obligations will be distributed or issued upon conversion of NYCON RESOURCES, INC. Common.

#### ARTICLE V

#### MISCELLANEOUS

5.1 Notwithstanding anything herein to the contrary, the Board of Directors of either of the Constituent Corporations may, in its sole discretion and at any time prior to the filing with the Secretary of State of Colorado and the Florida Department of State of the necessary Articles and Statement of Merger giving effect to the merger, by resolution duly adopted, abandon the merger if it shall deem such action necessary, desirable and in the best interests of such corporation. In the event of such determination and the abandonment of this Agreement and Plan pursuant to the provisions of this Paragraph 5.1, the

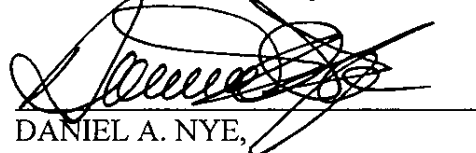
same shall become null and void and shall have no further effect. Such termination shall not give rise to any liability on the part of either of the Constituent Corporations or their Directors, officers or shareholders in respect of this Agreement and Plan.

5.2 This Agreement and Plan embodies the entire agreement between the parties hereto and there are no agreements, understandings, restrictions or warranties between the parties hereto other than those set forth herein or herein provided for.

IN WITNESS WHEREOF, this Agreement and Plan has been signed by the duly authorized officers of the Constituent Corporations pursuant to the authorization by the Board of Directors and Shareholders of the Constituent Corporations, all effective as of the day and year first above written.

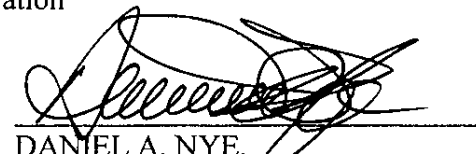
NYCON, INC., a Colorado corporation

By:

  
\_\_\_\_\_  
DANIEL A. NYE,  
President

NYCON RESOURCES, INC., a Florida corporation

By:

  
\_\_\_\_\_  
DANIEL A. NYE,  
President