

CT CORPORATION SYSTEM

809144

FILED  
01 SEP 11 PM 1:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CORPORATION(S) NAME

Pick Kwik Holding Corporation, Pick Kwik Corporation, and Pick Kwik Petroleum merging into:

( Amerinda Hess Corporation

Merger

|                                                    |                                                 |                                             |
|----------------------------------------------------|-------------------------------------------------|---------------------------------------------|
| <input type="checkbox"/> Profit                    | <input type="checkbox"/> Amendment              | <input checked="" type="checkbox"/> Merger  |
| <input type="checkbox"/> Nonprofit                 |                                                 |                                             |
| <input type="checkbox"/> Foreign                   | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark               |
|                                                    | <input type="checkbox"/> Reinstatement          |                                             |
| <input type="checkbox"/> Limited Partnership       | <input type="checkbox"/> Annual Report          | <input type="checkbox"/> Other              |
| <input type="checkbox"/> LLC                       | <input type="checkbox"/> Name Registration      | <input type="checkbox"/> Change of RA       |
|                                                    | <input type="checkbox"/> Fictitious Name        | <input type="checkbox"/> UCC                |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies            | <input type="checkbox"/> CUS                |
| <input type="checkbox"/> Call When Ready           | <input type="checkbox"/> Call If Problem        | <input type="checkbox"/> After 4:30         |
| <input checked="" type="checkbox"/> Walk In        | <input type="checkbox"/> Will Wait              | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out                  |                                                 |                                             |

RECEIVED  
01 SEP 11 PM 12:05  
DIVISION OF CORPORATION

Name \_\_\_\_\_  
Availability 9/12/01  
Document \_\_\_\_\_  
Examiner AR  
Updater AR  
Verifier \_\_\_\_\_  
W.P. Verifier \_\_\_\_\_

9/11/01

Order#: 4777202

300004583053--3  
-09/11/01--01046--022

Ref#:

\*\*\*\*\*70.00 \*\*\*\*\*70.00

300004583053--3  
-09/11/01--01046--023

Amount: \$ \*\*\*\*\*70.00 \*\*\*\*\*70.00

660 East Jefferson Street  
Tallahassee, FL 32301  
Tel. 850 222 1092  
Fax 850 222 7615

82 \*00789, 00524, 00672

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

PICK KWIK HOLDINGS INCORPORATED, a Fla corp. 210777

THE PICK KWIK CORPORATION, a Fla corp. 487523

PICK KWIK PETROLEUM, INC., a Fla corp. S47202

into

**AMERADA HESS CORPORATION**, a Delaware entity 809144

File date: September 11, 2001

Corporate Specialist: Annette Ramsey



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

September 11, 2001

CT Corporation System  
660 East Jefferson St.  
Tallahassee, FL 32301

SUBJECT: AMERADA HESS CORPORATION  
Ref. Number: 809144

We have received your document for AMERADA HESS CORPORATION and your check(s) totaling \$140.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please correct the names of Pick Kwik Holdings Incorporated and The Pick Kwik Corporation so they will be the same as on our records. Please see the enclosed computer printouts.

If you have any questions concerning the filing of your document, please call (850) 245-6907.

Annette Ramsey  
Corporate Specialist

Letter Number: 901A00051085

*Names corrected, please backdate to 9/11/01 and file, thanks!*

*Laura @ CT*  
RECEIVED  
01 SEP 12 AM 11:05  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**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, F.S.

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

| <u>Name</u>                     | <u>Jurisdiction</u> |
|---------------------------------|---------------------|
| <u>Amerada Hess Corporation</u> | <u>Delaware</u>     |

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

| <u>Name</u>                            | <u>Jurisdiction</u> |
|----------------------------------------|---------------------|
| <u>Pick Kwik Holdings Incorporated</u> | <u>Florida</u>      |

The Pick Kwik Corporation Florida

|                            |                |
|----------------------------|----------------|
| <u>Pick Kwik Petroleum</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 in the future.)

**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 \_\_\_\_\_.

The Plan of Merger was adopted by the board of directors of the surviving corporation on  
December 6, 2000 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 \_\_\_\_\_.

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)*

FILED  
01 SEP 11 PM 1:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

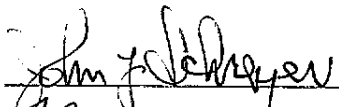
Seventh: **SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature

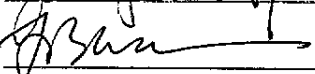
Typed or Printed Name of Individual & Title

Amerada Hess Corporation



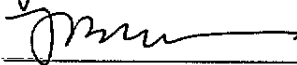
John Y. Schreyer, Executive Vice President

Pick Kwik Holdings Inc.



F. Borden Walker, President

Pick Kwik Corporation



F. Borden Walker, President

Pick Kwik Corporation



F. Borden Walker, President

PLAN OF MERGER  
BETWEEN AMERADA HESS CORPORATION  
AND PICK KWIK HOLDINGS INCORPORATED, THE PICK KWIK CORPORATION  
& PICK KWIK PETROLEUM, INC.

THIS PLAN OF MERGER dated this 6<sup>th</sup> day of December, 2000, between Amerada Hess Corporation (hereinafter called "AHC"), a corporation of the State of Delaware whose principal office is at 1185 Avenue of the Americas, New York, New York, and Pick Kwik Holdings Incorporated, The Pick Kwik Corporation & Pick Kwik Petroleum, Inc. (hereinafter collectively called "PK"), corporations of the State of Florida, whose offices are located at 1 Hess Plaza, Woodbridge, New Jersey, as follows:

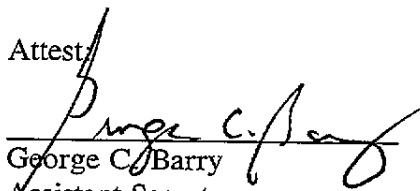
WHEREAS, AHC is the record or equitable owner of all of the outstanding shares of the capital stock of Pick Kwik Holdings Incorporated, which is the record or equitable owner of all of the outstanding shares of the capital stock of The Pick Kwik Corporation, which is the record or equitable owner of all of the outstanding shares of the capital stock of Pick Kwik Petroleum, Inc. and the directors of AHC and PK believe that it is in the best interests of each corporation that PK be merged into AHC.

NOW, THEREFORE, in consideration of the mutual undertakings hereinafter set forth, AHC and PK agree as follows:

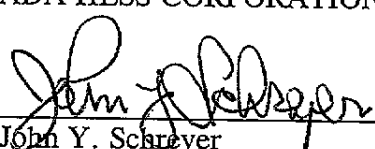
- (a) PK shall be merged into AHC by transfer to AHC of all of the assets of PK, subject to all of PK liabilities and obligations, which liabilities and obligations AHC shall assume, in complete cancellation of all the capital stock of PK;
- (b) The name of the surviving corporation shall be Amerada Hess Corporation;
- (c) The capital stock of PK shall be completely cancelled, and that of AHC shall be unaffected, by the merger; and
- (d) Immediately upon the adoption of this Plan of Merger by AHC and PK effective December 31, 2000 and upon the adoption of resolutions to merge PK into AHC by the Board of Directors of AHC and PK, the merger, transfer of assets from PK to AHC, assumption of obligations and liabilities of PK by AHC and cancellation of PK capital stock shall be effected.

AMERADA HESS CORPORATION

Attest:

  
George C. Barry  
Assistant Secretary

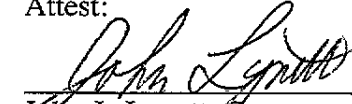
By:

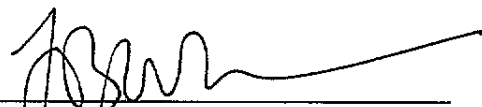
  
Name: John Y. Schreyer

Title: Executive Vice President

PICK KWIK HOLDINGS INCORPORATED

Attest:

  
John J. Lynett, Secretary

By: 

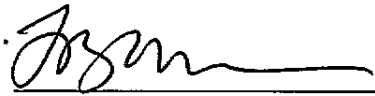
Name: F. Borden Walker

Title: President

THE PICK KWIK CORPORATION

Attest:

  
John J. Lynett, Secretary

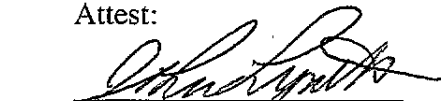
By: 

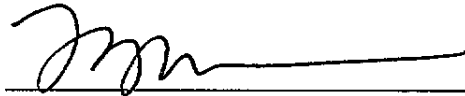
Name: F. Borden Walker

Title: President

PICK KWIK PETROLEUM, INC.

Attest:

  
John J. Lynett, Secretary

By: 

Name: F. Borden Walker

Title: President