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FLORIDA PETROLEUM CORPORATION

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
FLORIDA PETROLEUM CORPORATION**

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SECRETARY OF STATE
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Pursuant to the provisions of Section 607.1006, Florida Statutes, this Florida corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of this corporation is Florida Petroleum Corporation (the "Corporation").
2. Article X of the Articles of Incorporation of the Corporation is hereby added and will read as follows:

ARTICLE X - CONVERTABILITY OF SERIES A COMMON STOCK

Convertibility of Series A Common Stock: Upon the approval (by written action or at a meeting) of the Board of Directors of the Corporation and the owner and holder of the affected Series A common stock, all or any portion of the Series A common stock held by a particular Series A shareholder shall be converted onto shares of Series B common stock at a one-for-one ratio (that is, the number of shares of Series A common stock approved for conversion by the Board of Directors and by the effected Series A shareholder shall be converted into an equivalent number of shares of Series B common stock). No holder of Series A common stock shall have any right to compel the conversion of all or any portion of his or her shares into Series B common stock. Further, the Corporation shall not have any right to compel the conversion of all or any portion of any shares of Series A common stock into Series B common stock.

In order to effect the conversion of shares of Series A common stock to Series B common stock, an owner and holder of Series A common stock shall request the Corporation, in a writing directed to the Secretary or the Assistant Secretary of the Corporation, to convert all or a portion of his or her stock from Series A common stock to Series B common stock. The Secretary of the Corporation shall present the request to the Board of Directors for its consideration. If the request is denied, the Secretary or Assistant Secretary of the Corporation will so advise the requesting shareholder in writing. If the request is approved, the Secretary or Assistant Secretary will provide to the holder of the Series A shares subject to such conversion a written notice setting forth a number of shares of Series A common stock which have been approved for conversion into shares of Series B common stock. Whereupon, the holder of Series A common stock receiving such notice shall surrender to the Corporation the certificate or certificates for the shares of Series A common stock to be converted, accompanied by such instruments of surrender as called for in the notice of conversion. As promptly as practicable after the surrender of such certificate or certificates, the Corporation shall reflect the conversion of shares in the official stock records of the Corporation and shall issue and deliver to such holder a certificate or certificates for the number of shares of Series A common stock and Series B common stock then owned by such holder. Any

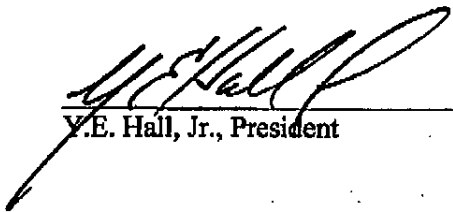
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conversion of shares provided for herein, shall be deemed to be affected at the close of business on the date of which such certificate or certificates for shares of Series A common stock shall have been surrendered to the Corporation.

3. The foregoing amendment was approved by the Board of Directors of the Corporation by Unanimous Written Consent on December 21, 2006, and it was recommended that the Articles of Amendment be presented to the Shareholders for adoption at a special meeting.

4. The foregoing amendment was adopted pursuant to Section 607.1003, Florida Statutes, by Unanimous Written Consent of the Shareholders on December 21, 2006; the vote of the Shareholders for the amendment were sufficient for approval.

IN WITNESS WHEREOF, Florida Petroleum Corporation has caused these Articles of Amendment to Articles of Incorporation to be executed in its name by its President this 21 day of December, 2006.



Y.E. Hall, Jr., President

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