

L 84086

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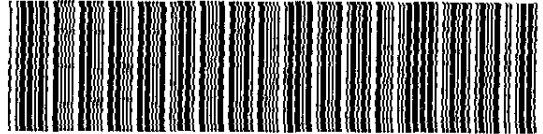
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12/22/03--01088--009 **78.75

Effective 12-31-03

SECRETARY OF STATE
TALLAHASSEE, FL 32310

03 DEC 22 AM 10:46

FILED

*1-2-04
ac merger*

MARTIN ERROL RICE, P.A.

ATTORNEY AT LAW

MAILING ADDRESS:
POST OFFICE BOX 205
ST. PETERSBURG, FL 33731-0205
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December 19, 2003

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32399

Federal Express

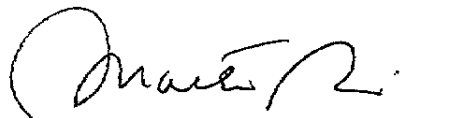
RE: Pelican Oil Corporation, Charter #M99247 merger into
Risser Oil Corporation, Charter #L84086;
Articles of Incorporation of new Pelican Oil Corporation

To Whom It May Concern:

Enclosed find Articles of Merger and Plan of Merger regarding the merger of Pelican Oil Corporation (Charter #M99247) that is being merged into Risser Oil Corporation (Charter #L84086). Please effectuate this merger effective December 31, 2003. Kindly provide a certified copy of the filing. Enclosed find my check in the amount of \$78.75 representing \$70.00 for filing fee and \$8.75 for a certified copy.

Immediately following merger, kindly file the enclosed Articles of Incorporation of Pelican Oil Corporation forming a new Pelican Oil Corporation, this name should then be available due to the merger. My additional check in the amount of \$78.75 is enclosed to cover fees for that incorporation representing \$35.00 for filing fee, \$35.00 registered agent and \$8.75 for a certified copy.

Very truly yours,



Martin Errol Rice, Esq.

MER/ms
Encls.

Effective 12-31

ARTICLES OF MERGER
OF FLORIDA CORPORATIONS

PELICAN OIL CORPORATION
(Charter #M99247)

into

RISSER OIL CORPORATION
(Charter #L84086)

FILED
03 DEC 22 PM 10:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.1101 et.seq. of the Florida General Corporation Act, the undersigned corporations, being validly and legally formed under the laws of the State of Florida, adopt the following Articles of Merger for the purpose of merging them into one of such corporation:

1. The attached Plan of Merger was adopted by the undersigned corporations in the manner prescribed by the Florida General Corporations Act.
2. The date of adoption of the Plan of Merger by the shareholders and directors of both corporations was the 18th day of December, 2003.
3. The Plan of Merger will become effective as of the close of business on the 31st day of December 2003.
4. The Plan of Merger calls for a conversion of issued shares that shall be affected as provided for in Section three of the attached Plan of Merger.
5. Pursuant to the Plan of Merger, the surviving corporation is Risser Oil Corporation.

DATED this 18th day of December 2003.

PELICAN OIL CORPORATION

By: *P.N. Risser, III*
P.N. RISSER, III
Its: President

Attest: *Jacqueline Coppenland*

RISSER OIL CORPORATION

By: Kerry Katchuk
KERRY KATCHUK
Its: President

Attest: Jacquelyn Copperwheat

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 17 day of December 2003, by P.N. Risser, III, as President of PELICAN OIL CORPORATION, on behalf of the corporation. He is personally known to me or has produced _____ as identification and did take an oath.

Jacquelyn M. Copperwheat
Notary Public, State of FL

My Commission Expires:

STATE OF FLORIDA
COUNTY OF PINELLAS



Jacquelyn M. Copperwheat
My Commission DD170269
Expires January 18, 2007

The foregoing instrument was acknowledged before me this 17 day of December 2003, by Kerry Katchuk as President of RISSER OIL CORPORATION, on behalf of the corporation. He is personally known to me or has produced _____ as identification and did take an oath.

Jacquelyn M. Copperwheat
Notary Public, State of FL

My Commission Expires:

A:Artmerge.doc



Jacquelyn M. Copperwheat
My Commission DD170269
Expires January 18, 2007

PLAN OF MERGER

Plan of Merger dated the 18th day of December 2003, by and between PELICAN OIL CORPORATION, a Florida corporation, hereinafter some times called "the absorbed corporation," and RISSER OIL CORPORATION, a Florida corporation, hereinafter sometimes called the surviving corporation.

STIPULATIONS

A. Pelican Oil Corporation is a corporation organized and existing under the laws of the State of Florida with its principal place of business at 2865 Executive Drive, Clearwater, Pinellas County, Florida.

B. Pelican Oil Corporation has capitalization of Ten Thousand (10,000) authorized shares of One Dollars (\$1.00) par value common stock, of which 475 shares are issued and outstanding, and 25 shares issued as treasury stock.

C. Risser Oil Corporation is a corporation organized and existing under the laws of the State of Florida with its principal place of business at 2865 Executive Drive, Clearwater, Pinellas County, Florida.

D. Risser Oil Corporation has capitalization of One Hundred Thousand (100,000) authorized shares of One Dollars (\$1.00) par value common stock, of which 525 shares are issued and outstanding, and 25 shares issued as treasury stock.

E. The boards of directors of the constituent corporations deem it desirable and in the best business interests of the corporations and their stockholders that Pelican Oil Corporation be merged into Risser Oil Corporation, pursuant to the provisions of Sections 607.1101 et seq. of the Florida General Corporation Act in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1954, as amended.

In consideration of the mutual covenants, and subject to the terms and conditions hereinafter set forth, the constituent corporations agree as follows:

SECTION ONE. MERGER. Pelican Oil Corporation, the disappearing corporation, shall merge with and into Risser Oil Corporation, which shall be the surviving corporation.

SECTION TWO. TERMS AND CONDITIONS. On the effective date of the merger, the separate existence of the absorbed corporation shall cease, and the surviving corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the absorbed

corporation, without the necessity for any separate transfer. The surviving corporation shall thereafter be responsible and liable for all liabilities and obligations of the absorbed corporation, and neither the rights of creditors nor any liens on the property of the absorbed corporations shall be impaired by the merger.

SECTION THREE. CONVERSION OF SHARES. The manner and basis of converting the shares of the absorbed corporation into shares of the surviving corporation is as follows:

(a) Each share of the One Dollar (\$1.00) par value common stock of Pelican Oil Corporation issued and outstanding on the effective date of the merger shall be converted into one (1) share of the One (1.00) Dollar par value common stock of Risser Oil Corporation, which shares of common stock of the surviving corporation shall thereupon be issued and outstanding. However, in no event shall fractional shares of the surviving corporation be issued. In lieu of the issuance of fractional shares to which any holder of the common stock of the absorbed corporation would otherwise be entitled as a result of the conversion, a payment in cash shall be made equal to the value of such fraction, based on the market value of the common stock on the effective date of the merger.

(b) The conversion shall be effected as follows: After the effective date of the merger, each holder of certificates for shares of common stock in the absorbed corporation shall surrender them to the surviving corporation or its duly appointed agent, in such manner as the surviving corporation shall legally require. On receipt of such share certificates, the surviving corporation shall issue and exchange therefore certificates for shares of common stock in the surviving corporation, representing the number of shares of such stock to which such holder is entitled as provided above.

(c) Holders of certificates of common stock of the absorbed corporations shall not be entitled to dividends payable on shares of stock in the surviving corporation until certificates have been issued to such stockholders. Thereafter, each such stockholder shall be entitled to receive any dividends on shares of stock of the surviving corporation issuable to them hereunder which may have been declared and paid between the effective date of the merger and the issuance to such stockholder of the certificate for his shares in the surviving corporation.

SECTION FOUR. CHANGES IN ARTICLES OF INCORPORATION. The articles of incorporation of the surviving corporation Risser Oil Corporation shall continue to be its articles of incorporation following the effective date of the merger.

SECTION FIVE. CHANGES IN BYLAWS. The bylaws of the surviving corporation Risser Oil Corporation shall continue to be its bylaws following the effective date of the merger.

SECTION SIX. DIRECTORS AND OFFICERS. The directors and officers of the surviving corporation, Risser Oil Corporation on the effective date of the merger shall continue as the directors and officers of the surviving corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

SECTION SEVEN. PROHIBITED TRANSACTIONS. Neither of the constituent corporations shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business.

SECTION EIGHT. APPROVAL BY STOCKHOLDERS. This plan of merger shall be submitted for the approval of the stockholders of the constituent corporations in the manner provided by the applicable laws of the State of Florida at meetings to be held on or before December 18, 2003 or at such other time as to which the boards of directors of the constituent corporations may agree.

SECTION NINE. EFFECTIVE DATE OF MERGER. The effective date of this merger shall be as of the close of business on December 31, 2003.

SECTION TEN. ABANDONMENT OF MERGER. This plan of merger may be abandoned by action of the board of directors of either the surviving or the absorbed corporations at any time prior to the effective date on the happening of either of the following events:

(a) If the merger is not approved by the stockholders of either the surviving or the absorbed corporations on or before December 31, 2003; or

(b) If, in the judgment of the board of directors of either the surviving or the absorbed corporations, the merger would be impracticable because of the number of dissenting stockholders asserting appraisal rights under the laws of the State of Florida.

SECTION ELEVEN. SEPARATE EXISTENCE. Upon the merger becoming effective, the separate existence of the Disappearing Corporation shall cease, except as may be requisite for carrying out the purposes of the Agreement of Merger, or as continued by statute. All of the rights privileges, powers, franchises, property and assets of every kind and description shall be vested in and be held and enjoyed by the Surviving Corporation.

SECTION TWELVE. WARRANTIES AND COVENANTS OF ABSORBED CORPORATION AND SHAREHOLDERS OF ABSORBED CORPORATION. The

absorbed corporation and the shareholders of said corporation jointly and severally warrant and covenant as follows:

(a) Each shareholder is the owner of record of the number of fully paid and nonassessable shares of common stock of Pelican Oil Corporation:

P.N. Risser, III

475

(b) As of this Agreement, Pelican Oil Corporation is authorized to issue Ten Thousand (10,000) common shares of which 475 shares are issued and outstanding. No options are currently outstanding for the purchase of any shares of Pelican Oil Corporation.

(c) Pelican Oil Corporation is duly incorporated and authorized to do business under the laws of the State of Florida.

(d) Pelican Oil Corporation has the power and authority to carry on its business as currently conducted, and holds, or is duly licensed under all licenses, permits and authorizations to carry on its business as currently conducted, free and clear of all liens, encumbrances and claims of any kind.

(e) The balance sheet and financial statement of Pelican Oil Corporation dated November 30, 2003, is fully accurate and reflects the financial condition of the corporation on the date set forth, and there has been no material change in same since.

(f) As of the date of this Agreement, Pelican Oil Corporation is not in default under any contract or agreement, or under the order or decree of any court or agency. There are no actions pending or threatened against Pelican Oil Corporation, and neither the execution and delivery of this agreement nor the consummation of this merger will result in breach of, or accelerate the performance required by any contract or agreement to which Pelican Oil Corporation, or any shareholder, is now a party.

(h) Pelican Oil Corporation has disclosed a complete list of all assets and liability of the corporation to the surviving corporation, and all assets are free and clear of liens or encumbrances.

(i) Pelican Oil Corporation and its shareholders agree to indemnify the surviving corporation and its shareholders as they existed prior to the merger, against any and all loss, damage, costs and expense that the surviving corporation or its shareholders which they may sustain as a result of any inaccurate representation or breach of warranty or covenant made by Pelican Oil Corporation or its shareholders herein.

IN WITNESS WHEREOF, the Corporations have caused their respective corporate names to be signed hereby by their respective Presidents and Secretaries, thereunto duly authorized by the respective Boards of Directors and Shareholders of each corporation.

PELICAN OIL CORPORATION

Karen J. Zacher
BM-2411
As to Disappearing Corp.

BY: [Signature]
P.N. Risser, III, President

Attest: [Signature]
JACQUELYN M. COPPERWHEAT

(Corporate Seal)

RISSER OIL CORPORATION

Karen J. Zacher
BM-2411
As to Surviving Corp.

BY: [Signature]
KERRY KATCHUK, President

Attest: [Signature]
JACQUELYN M. COPPERWHEAT

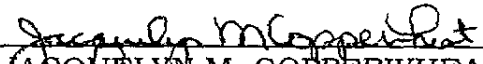
(Corporate Seal)

CERTIFICATE

The undersigned, as Secretary (or Assistant Secretary) and the President (or Chairman of Board or Vice President) of PELICAN OIL CORPORATION, a Florida corporation do hereby certify that the Agreement of Merger to which this Certificate is attached, was adopted by the Stockholders and Directors of said corporation (a) by unanimous written consent of all the Stockholders and Directors of said corporation on the 18th day of December 2003, pursuant to the laws of the State of Florida, or (b) at a special meeting of the Stockholders and Directors of said corporation called separately for the purpose of adopting a plan of merger which was held after due notice on the 18th day of December 2003, at which a quorum of Stockholders and Directors were present thereat, and that at said meeting the adoption and execution of such Agreement of Merger was affirmatively voted upon by the requisite number of Stockholders and Directors

entitled to vote at such meeting, and that the Agreement of Merger was subsequently executed by the President and Secretary of each of the Constituent Corporations named in the Agreement of Merger pursuant to the authority granted to them for each purpose.

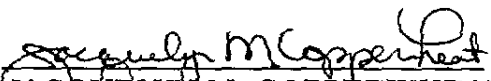
WITNESS our hands and seals this 18th day of December 2003.


JACQUELYN M. COPPERWHEAT
Secretary

CERTIFICATE

The undersigned, as Secretary (or Assistant Secretary) and the President (or Chairman of Board or Vice President) of RISSER OIL CORPORATION, a Florida corporation do hereby certify that the Agreement of Merger to which this Certificate is attached, was adopted by the Stockholders and Directors of said corporation (a) by unanimous written consent of all the Stockholders and Directors of said corporation on the 18th day of December 2003, pursuant to the laws of the State of Florida, or (b) at a special meeting of the Stockholders and Directors of said corporation called separately for the purpose of adopting a plan of merger which was held after due notice on the 18th day of December 2003, at which a quorum of Stockholders and Directors were present thereat, and that at said meeting the adoption and execution of such Agreement of Merger was affirmatively voted upon by the requisite number of Stockholders and Directors entitled to vote at such meeting, and that the Agreement of Merger was subsequently executed by the President and Secretary of each of the Constituent Corporations named in the Agreement of Merger pursuant to the authority granted to them for each purpose.

WITNESS our hands and seals this 18th day of December 2003.


JACQUELYN M. COPPERWHEAT
Secretary