

V54236
 Simstate Research
 Requestor's Name

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City/State/Zip Phone #

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known) *Merger*

1. F.S. Convenience Stores, Inc
 (Corporation Name) (Document #)

2. +
 (Corporation Name) (Document #)

3. United Petroleum Group
 (Corporation Name) (Document #)

4. _____
 (Corporation Name) (Document #)

- Walk in Pick up time _____ Certified Copy
 Mail out Will wait Photocopy Certificate of Status

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 NOV 10 PM 2:37
 TALLAHASSEE, FLORIDA

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

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OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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Examiner's Initials

ARTICLES OF MERGER
Merger Sheet

MERGING:

F.S. CONVENIENCE STORES, INC., a Florida corporation V54236

INTO

UNITED PETROLEUM GROUP, INC., a Delaware corporation not qualified in
Florida

File date: November 10, 1999

Corporate Specialist: Annette Ramsey

**ARTICLES OF MERGER
OF
F.S. CONVENIENCE STORES, INC.,
A FLORIDA CORPORATION
AND
UNITED PETROLEUM GROUP, INC.,
A DELAWARE CORPORATION**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.1101, 607.1105 and 607.1107 of the Florida Business Corporation Act (the "FBCA"), F.S. Convenience Stores, Inc., a Florida corporation, and United Petroleum Group, Inc., a Delaware corporation, adopt the following Articles of Merger for the purpose of merging F.S. Convenience Stores, Inc., with and into United Petroleum Group, Inc. (the "Merger").

- FIRST:** The Plan of Merger is attached hereto as Exhibit A and incorporated herein.
- SECOND:** The Merger is to be effective immediately upon filing of these Articles of Merger with the Florida Secretary of State.
- THIRD:** The Plan of Merger was adopted by the written consent of the sole shareholder of F.S. Convenience Stores, Inc., dated November 9, 1999, and by the written consent of the sole shareholder of United Petroleum Group, Inc., dated November 9, 1999.

IN WITNESS WHEREOF, each of the undersigned has caused these Articles of Merger to be signed in its corporate name on November 10, 1999.

F.S. CONVENIENCE STORES, INC.
a Florida corporation

By: _____

Jose P. Bared

Its: _____
President

UNITED PETROLEUM GROUP, INC.
a Delaware corporation

By: _____

Carlos Bared

Its: _____
SVP-CFO

This instrument was prepared by:
St. John Daugherty, Esq.
Lic. #937274
Tel. 954-525-9900
Berger Davis & Singerman, PA
330 East Las Olas Boulevard, Suite 1000
Fort Lauderdale, Florida 33301

PLAN OF MERGER

1. Names of Merging Corporations

F.S. Convenience Stores, Inc., a Florida corporation ("FSCI"), shall be merged with and into United Petroleum Group, Inc., a Delaware corporation ("UPGI").

2. Terms and Conditions of the Proposed Merger

2.1 The Merger

The Merger shall occur at the Effective Time, as defined below, at which time the separate existence of FSCI shall cease. UPGI shall be the surviving corporation (the "Surviving Corporation"). UPGI's corporate existence, with all of its purposes, powers and objects, shall continue unaffected and unimpaired by the Merger. (FSCI and UPGI are hereinafter sometimes collectively referred to as the "Constituent Corporations").

2.2 The Surviving Corporation

At the Effective Time of the Merger, the effect of the Merger shall be as provided in the applicable provisions of the Florida Business Corporation Act (the "FBCA") and the General Corporation Law of the State of Delaware (the "DGCL"). The identity, existence, purposes, powers, objects, franchises, privileges, rights and immunities of UPGI shall continue unaffected and unimpaired by the Merger; and the corporate franchises, existence and rights of FSCI shall be merged with and into UPGI; and UPGI, as the Surviving Corporation, shall be fully vested therewith. The separate existence of FSCI shall cease and, in accordance with the terms of the merger agreement, the Surviving Corporation shall possess all the rights, privileges, immunities and franchises, of a public as well as of a private nature, and all property, real, personal and mixed; and all debts due on whatever account, including subscriptions to shares, all taxes, including those due and owing and those accrued, and all other choses in action, and all and every other interest of or belonging to or due to FSCI and UPGI shall be taken and deemed to be transferred to, and vested in, the Surviving Corporation without further act or deed; and all property, rights and privileges, powers and franchises and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of FSCI and UPGI; and the title to any real estate, or interest therein, whether by deed or otherwise, vested in FSCI and UPGI, shall not revert or be in any way impaired by reason of the Merger.

The Surviving Corporation shall thenceforth be responsible and liable for all the liabilities and obligations of FSCI and UPGI; and any claim existing, or action or proceeding pending, by or against FSCI or UPGI may be prosecuted as if the Merger had not taken place, or the Surviving Corporation may be substituted in their place. Neither the rights of creditors nor any liens upon the property of FSCI or UPGI shall be impaired by the Merger; and all debts, liabilities and duties of FSCI and UPGI shall attach to the Surviving Corporation, and may be enforced against such Surviving Corporation to the same extent as if said debts, liabilities and duties had been incurred or contracted by such Surviving Corporation.

The Constituent Corporations shall execute, deliver, acknowledge and record any and all documents necessary or appropriate to confirm and perfect the transfer of assets and property to the Surviving Corporation.

2.3 Certificate of Incorporation

The Certificate of Incorporation of UPGI as in effect immediately prior to the Effective Time, as so amended, shall be the Certificate of Incorporation of the Surviving Corporation until the same shall thereafter be altered, amended or repealed in accordance with the DGCL.

2.4 Bylaws

The Bylaws of UPGI as in effect immediately prior to the Effective Time shall be the Bylaws of the Surviving Corporation until the same shall thereafter be altered, amended or repealed in the manner provided in such Bylaws and in accordance with the DGCL.

3. Manner and Basis of Converting Shares

3.1 Conversion

FSCI has 10,000 shares of common stock (the "FSCI Stock") issued and outstanding immediately prior to the Effective Time. At the Effective Time, all 10,000 shares of FSCI Stock shall, by virtue of the Merger, and without any action on the part of the holders thereof, automatically be converted into TWO MILLION FOUR HUNDRED THOUSAND (2,400,000) shares of fully paid and non-assessable shares of common stock of United Petroleum Corporation, a Delaware corporation that is the sole shareholder of UPGI ("UPET") and SEVENTY THOUSAND (70,000) shares of fully paid and non-assessable shares of Series A Preferred Stock of UPET (collectively, the "UPET Stock").

3.2 Treasury Shares

Any and all shares of FSCI Stock held as treasury shares by FSCI shall be canceled and retired at the Effective Time, and no consideration shall be delivered or paid in exchange therefor.

3.3 Fractional Shares

No fractional shares of UPET Stock will be issued as a result of the Merger. In lieu of issuing fractional shares, UPGI will pay cash adjustments to the relevant holder of FSCI Stock in respect of any fraction of a share of UPET Stock that would otherwise be issuable to such holder.

4. Effective Date of the Merger

The Merger shall become effective immediately upon the filing of Articles of Merger incorporating this Plan with the Florida Secretary of State (the "Effective Time").