

Division of Corporations

203759

Florida Department of State  
Division of Corporations  
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## MERGER OR SHARE EXCHANGE

## CHARTER OIL COMPANY

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$78.75

Merger

08/21/03

August 21, 2003

CHARTER OIL COMPANY  
8833 PERIMETER PARK BLVD.  
STE 402  
JACKSONVILLE, FL 32216

SUBJECT: CHARTER OIL COMPANY  
REF: 203759

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The articles of merger must contain the provisions of the plan of merger or the plan of merger must be attached.

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Darlene Connell  
Document Specialist

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ARTICLES OF MERGER OF  
CHARTER CARIBBEAN COMPANY  
INTO  
CHARTER OIL COMPANY

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Pursuant to the provisions of Section 607.1105, Florida Business Corporation Act,  
the undersigned corporations hereby certify as follows:

FIRST, a Plan of Merger providing for the merger of Charter Caribbean  
Company, a Florida corporation, into Charter Oil Company, a Florida corporation and the  
sole shareholder of Charter Caribbean Company (the "Merger"), was approved by  
Unanimous Written Consent of the Board of Directors of Charter Oil Company dated  
August 18, 2003. A copy of the Plan of Merger is attached hereto as Exhibit A  
and made a part hereof.

SECOND, the names of the corporations which are parties to the Merger are:

Charter Caribbean Company, a Florida corporation  
Charter Oil Company, a Florida corporation

Charter Oil Company shall be the sole surviving corporation.

THIRD, the effective date of the Merger is the date of filing of the Articles of  
Merger.

FOURTH, there shall be no change in the Articles of Incorporation of the  
surviving corporation.

FIFTH, shareholder approval of the Merger was not required.

SIXTH, Charter Oil Company hereby waives the mailing of a copy of the Plan of  
Merger to it.

DATED: August 19, 2003

CHARTER CARIBBEAN COMPANY

By: James F. Davis  
James F. Davis

Title: Vice President and Controller

8134

CHARTER OIL COMPANY

By: James F. Davis  
James F. Davis

Title: Vice President and Controller

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PLAN OF MERGER

The following Plan of Merger, pursuant to the provisions of Section 607.1104, Florida Business Corporation Act, shall be followed in the event it is duly authorized and adopted by the Board of Directors of Charter Oil Company.

1. Charter Caribbean Company, a Florida corporation ("Charter Caribbean"), shall be merged into Charter Oil Company, a Florida corporation, the sole shareholder of Charter Caribbean. The separate existence of Charter Caribbean shall cease. Charter Oil Company shall be the sole surviving corporation of the merger.

2. The merger shall be effective as set forth in the Third Paragraph of the Articles of Merger.

3. On the Effective Date, by virtue of the merger, the 1,000 shares of authorized and outstanding common stock of Charter Caribbean shall be surrendered by Charter Oil Company and cancelled.

4. Charter Oil Company, the sole shareholder of Charter Caribbean, hereby waives notice of the mailing of the Plan of Merger to it.

5. Since Charter Oil Company is the sole shareholder of Charter Caribbean, the provisions of Section 607.1104 (b) (4) regarding dissenter's rights are not applicable to the merger.

EXHIBIT A

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