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LAKE WALES
March 19, 2002

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

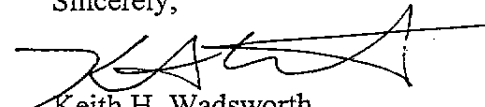
Re: Filing Articles of Merger of Mid-State Energy Inc. and K. E. Allen, Inc. &
Articles of Merger of Mid-State Energy Inc., and Southeast Petroleum of Central Florida,
Inc.

To Whom It May Concern:

Enclosed herewith please find the above two documents for filing along with this firms check in the amount of \$67.50 to cover the Articles of Merger and two certified copies of the documents after filing is complete.

Please return the certified copies in the pre-addressed envelope enclosed. If you should have any questions, please feel free to give me a call.

Sincerely,


Keith H. Wadsworth

/mr

enclosure

4/4/02
merger
Spayne

FILED
02 APR -4 PM 2:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF MERGER
Merger Sheet

MERGING:

SOUTHEAST PETROLEUM OF CENTRAL FLORIDA, INC., a Florida corp.,
P98000002993

,

INTO

MID-STATE ENERGY, INC., a Florida entity, 369185

File date: April 4, 2002

Corporate Specialist: Susan Payne

ARTICLES OF MERGER
of
MID-STATE ENERGY, INC., A FLORIDA CORPORATION
and
SOUTHEAST PETROLEUM OF CENTRAL FLORIDA, INC., A FLORIDA
CORPORATION

These Articles of Merger are adopted by and between Mid-State Energy, Inc., a Florida Corporation (f/k/a T.J. Campbell, Inc.) ("Mid-State") and Southeast Petroleum of Central Florida, Inc., a Florida Corporation ("Southeast Petroleum"), who state as follows:

1. The above stated corporations adopted a Plan of Merger on or about May 31, 2001, with said Plan of Merger being unanimously adopted and approved by all of the shareholders and directors of Mid-State and Southeast Petroleum. A copy of said Plan of Merger is attached hereto as Exhibit "A".
2. Pursuant to and as further set forth in said Plan of Merger, all issued and outstanding shares of Southeast Petroleum stock will be acquired by Mid-State by means of a merger of Southeast Petroleum into Mid-State.
3. Mid-State shall be the surviving corporation upon completion of the Plan of Merger, and Southeast Petroleum shall cease its separate corporate existence.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS HEREOF, these Articles of Merger were approved as of the 31st day of May, 2001.

MID-STATE ENERGY, INC.

By: Kenneth E. Allen Sr.
Kenneth E. Allen, Sr.

Its: PAS

SOUTHEAST PETROLEUM OF CENTRAL FLORIDA, INC.

By: Kenneth E. Allen Sr.
Kenneth E. Allen, Sr.

Its: PAS

PLAN OF MERGER

EXHIBIT A

This Plan of Merger (the "Plan of Merger"), approved as of the 31st day of May, 2001, is made by and among Mid-State Energy, Inc., a Florida Corporation ("Mid-State"), K.E. Allen, Inc., a Florida corporation ("K.E. Allen"), and Southeast Petroleum of Central Florida, Inc., a Florida corporation ("Southeast Petroleum"), who state as follows:

WHEREAS, Kenneth E. Allen, Sr. is the sole shareholder of Mid-State, K.E. Allen, and South Petroleum.

WHEREAS, the Board of Directors of Mid-State, K.E. Allen, and Southeast Petroleum have determined that it is advisable that K.E. Allen and Southeast Petroleum both be merged into Mid-State on the terms and conditions set forth herein, in accordance with Section 607.1101, et al, Florida Statutes.

NOW THEREFORE, for and in consideration of the sum of ten dollars and other good and valuable consideration the receipt and sufficiency of which is hereby acknowledged, the parties hereto agree as follows:

ARTICLE I RECITALS

The above stated recitals are true and correct and are incorporated herein by reference.

ARTICLE II MERGER

1. It is hereby authorized and approved that K.E. Allen and Southeast Petroleum shall both be merged into Mid-State. The separate existence of K.E. Allen and Southeast Petroleum shall cease upon completion of the mergers, and the existence of Mid-State shall continue unaffected and unimpaired by the mergers.

2. As an effect of this merger, Mid-State shall possess all of the rights, privileges, immunities, and franchises, of both a public and private nature, of K.E. Allen and Southeast Petroleum, and shall be responsible and liable for all liabilities and obligations of K.E. Allen and Southeast Petroleum, all as more particularly set forth in Section 607.1106, et al, Florida Statutes.

3. This Plan of Merger has been unanimously adopted and approved by all of the shareholders and Directors of Mid-State, K.E. Allen, and Southeast Petroleum pursuant to the laws of the State of Florida.

**ARTICLE III
TERMS OF THE MERGER**

1. All 1,000 shares of the common stock of K.E. Allen issued and outstanding, and all rights in respect thereof, shall, by virtue of the merger described herein and without any action on the part of the shareholders, be converted into 1,000 shares of the presently authorized and unissued shares of the common stock of Mid-State. All 10,000 shares of the common stock of Southeast Petroleum issued and outstanding, and all rights in respect thereof, shall, by virtue of the merger described herein and without any action on the part of the shareholders, be converted into 1,000 shares of the presently authorized and unissued shares of the common stock of Mid-State

2. As soon as practical after the mergers, the shareholders of K.E. Allen and Southeast Petroleum shall surrender his or her stock certificates for cancellation and/or reissuance to comply with the terms of the mergers stated herein.

3. If at any time after the mergers, any of the corporate parties hereto shall determine that any further conveyances, agreements, documents, instruments, and assurances for any further action is necessary or desirable to carry out the provisions of this Plan of Merger, the appropriate officers of such corporation, as the case may be, whether past or remaining in office, shall execute and deliver any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to carry out the provisions of this Plan of Merger.

4. Mid-State, K.E. Allen, and Southeast Petroleum shall cause their respective officers to execute Articles of Merger, which shall be delivered for filing to the Florida Secretary of State.

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IN WITNESS HEREOF, the parties have approved this Plan of Merger as of the date above written:

MID-STATE ENERGY, INC.

By: Kenneth E. Allen Sr.

Its: Pres.

K.E. ALLEN, INC.

By: Kenneth E. Allen Sr.

Its: Pres.

SOUTHEAST PETROLEUM OF CENTRAL FLORIDA, INC.

By: Kenneth E. Allen Sr.

Its: Pres.