

375461



FILED  
2002 MAY -2 PM 3:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032  
REFERENCE : 555616 7221575  
AUTHORIZATION : *Patricia Pujot*  
COST LIMIT : \$ 393.75

ORDER DATE : December 28, 2001

ORDER TIME : 1:25 PM

ORDER NO. : 555616-010

800005451088--0

CUSTOMER NO: 7221575

CUSTOMER: Ms. Joan Zalus  
Spelling Entertainment Group  
8833 Perimeter Park Blvd.  
Suite #402  
Jacksonville, FL 32216

ARTICLES OF MERGER

CHARTER OIL (INTERNATIONAL),  
INC.  
CHARTER OIL (ALASKA), INC.

INTO

ACORN PROPERTIES, INC.

RECEIVED  
02 MAY -3 PM 1:57  
DIVISION OF REGISTRATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX \_\_\_\_\_ CERTIFIED COPY

C. Coulllette MAY 03 2002

CONTACT PERSON: Angie Glisar

EXAMINER'S INITIALS: \_\_\_\_\_

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

CHARTER OIL ( INTERNATIONAL), INC., a Florida corporation, 375461

MULTI MINERAL CORPORATION, a Texas corporation not qualified

CHARTER OIL (ALASKA), INC., a Florida corporation, 642508

NEPCO (FLORIDA), INC., a Florida corporation, 344201

VALDEZ OIL, INC., a Delaware corporation not qualified

CHARTER CRUDE OIL TRADING COMPANY, a Texas corporation not qualified

ALASKA OIL COMPANY, INC., a Florida corporation, 68929

NEW ENGLAND PETROLEUM CORPORATION, a New york corporation not qualified

CHARTER INTERNATIONAL DEVELOPMENT CO., a Florida corporation, 479635

CHARTCOM, INC., a Delaware corporation not qualified

INTO

**ACORN PROPERTIES, INC..** a Texas entity not qualified in Florida



ACCOUNT NO. : 072100000032

REFERENCE : 555616 7221575

AUTHORIZATION :

*Patricia Pruitt*

COST LIMIT : \$ -

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800005431498--6

CUSTOMER: Ms. Joan Zalus  
Spelling Entertainment Group  
8833 Perimeter Park Blvd.  
Suite #402  
Jacksonville, FL 32216

ARTICLES OF MERGER

CHARTER OIL (INTERNATIONAL),  
INC.  
CHARTER OIL (ALASKA), INC.

INTO

ACORN PROPERTIES, INC.

RECORDED  
02 MAY -2 PM 1:55  
DIVISION OF CLERK OF SUPERIOR COURT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Angie Glisar

EXAMINER'S INITIALS: \_\_\_\_\_



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

May 3, 2002

CSC  
ATTN: ANGIE  
TALLAHASSEE, FL

SUBJECT: CHARTER OIL (INTERNATIONAL), INC.  
Ref. Number: 375461

We have received your document for CHARTER OIL (INTERNATIONAL), INC. .  
However, the enclosed document has not been filed and is being returned to you  
for the following reason(s):

You will need to send in the correct fees for filing or remove the corporations  
which are not involved in this merger if it is only 2 Florida corporations merging  
with one foreign.

Please return your document, along with a copy of this letter, within 60 days or  
your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call  
(850) 245-6903.

Cheryl Coulliette  
Document Specialist

Letter Number: 102A00027662

**RESUBMIT**

Please give original  
submission date as file date.

FILED

2002 MAY -2 PM 3:19

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER OF  
DOMESTIC AND FOREIGN CORPORATIONS

Pursuant to the provisions of Article 5.04 of the Texas Business Corporation Act, the undersigned domestic and foreign corporations execute the following Articles of Merger for the purpose of effecting a merger in accordance with the provisions of Article 5.01 of the Texas Business Corporation Act:

1. Attached hereto as Exhibit A and hereby incorporated by reference herein is a Plan and Agreement of Merger (the "Plan of Merger") adopted in accordance with the provisions of Article 5.03 of the Texas Business Corporation Act and providing that each of Charter Oil (International), Inc., a Florida corporation ("COI"), Multi Mineral Corporation, a Texas corporation ("Multi Mineral"), Charter Oil (Alaska), Inc., a Florida corporation ("Charter Oil Alaska"), Nepco (Florida), Inc., a Florida corporation ("Nepco Florida"), Valdez Oil Inc., a Delaware corporation ("Valdez"), Alaska Oil Company, Inc., a Florida corporation ("AOC"), Charter Crude Oil Trading Company, a Texas corporation ("CCOTC"), New England Petroleum Corporation, a New York corporation ("Nepco"), Charter International Development Co., a Florida corporation ("CIDC"), and Chartcom, Inc., a Delaware corporation ("Chartcom") shall be combined with and merged into Acorn Properties, Inc., a Texas corporation, which (i) is designated therein as the only surviving corporation, (ii) shall continue to be governed by the laws of the State of Texas, and (iii) shall continue to be named "Acorn Properties, Inc.".

2. The names of the undersigned corporations and the jurisdiction under the laws of which they are respectively organized are:

<u>Name of Corporation</u>	<u>Jurisdiction</u>
Charter Oil (International), Inc.	Florida
Multi Mineral Corporation	Texas
Charter Oil (Alaska), Inc.	Florida
Nepco (Florida), Inc.	Florida
Valdez Oil Inc.	Delaware
Alaska Oil Company, Inc.	Florida
Charter Crude Oil Trading Company	Texas
New England Petroleum Corporation	New York
Charter International Development Co.	Florida
Chartcom, Inc.	Delaware

3. Approval of the Plan of Merger by the shareholders of Acorn Properties, Inc. is not required pursuant to Article 5.03 of the Texas Business Corporation Act.

4. As to each of the undersigned corporations the approval of whose shareholders is required, the number of shares outstanding is as follows:

Name of Corporation	Number of Shares Outstanding
Charter Oil (International), Inc.	1,000
Multi Mineral Corporation	1,000
Charter Oil (Alaska), Inc.	1,000
Nepco (Florida), Inc.	70
Valdez Oil Inc.	1,000
Alaska Oil Company, Inc.	1,000
Charter Crude Oil Trading Company	1,000
New England Petroleum Corporation	50
Charter International Development Co.	1,000
Chartcom, Inc.	1,000

5. As to each of the undersigned corporations the approval of whose shareholders is required, the number of shares voted for and voted against the Plan of Merger is as follows:

Name of Corporation	Voted For	Voted Against
Charter Oil (International), Inc.	1,000	0
Multi Mineral Corporation	1,000	0
Charter Oil (Alaska), Inc.	1,000	0
Nepco (Florida), Inc.	70	0
Valdez Oil Inc.	1,000	0
Alaska Oil Company, Inc.	1,000	0
Charter Crude Oil Trading Company	1,000	0
New England Petroleum Corporation	50	0
Charter International Development Co.	1,000	0
Chartcom, Inc.	1,000	0

6. The approval of the Plan of Merger was duly authorized by all action required by the laws under which each foreign corporation that is a party to the Plan of Merger was incorporated or organized and by its constituent documents.

7. The Merger shall become effective on the date of filing of the Articles of Merger in accordance with the provisions of Article 5.05 of the Texas Business Corporation Act.

Dated: December 22, 2001

Acorn Properties, Inc.

By: James F. Davis  
James F. Davis

Title: Vice President

Charter Oil (International), Inc.

By: James F. Davis  
James F. Davis

Title: Vice President

Multi Mineral Corporation

By: James F. Davis  
James F. Davis

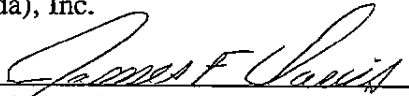
Title: Vice President

Charter Oil (Alaska), Inc.

By: James F. Davis  
James F. Davis

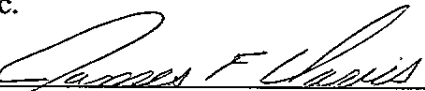
Title: Vice President

Nepco (Florida), Inc.

By:   
James F. Davis

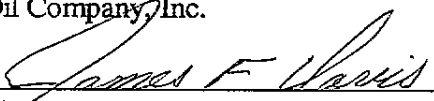
Title: Vice President

Valdez Oil Inc.

By:   
James F. Davis

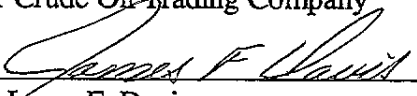
Title: Vice President

Alaska Oil Company, Inc.

By:   
James F. Davis

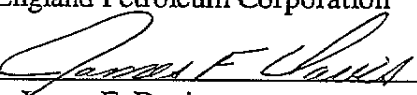
Title: Vice President

Charter Crude Oil Trading Company

By:   
James F. Davis

Title: Vice President

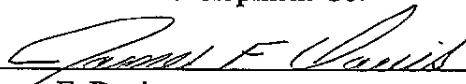
New England Petroleum Corporation

By:   
James F. Davis

Title: Vice President

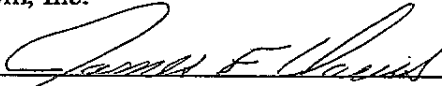


Charter International Development Co.

By:   
James F. Davis

Title: Vice President

Chartcom, Inc.

By:   
James F. Davis

Title: Vice President

0865(2)

PLAN AND AGREEMENT OF MERGER

This Plan and Agreement of Merger dated as of December 21, 2001, (the "Agreement"), pursuant to Article 5.01 of the Texas Business Corporation Act, Section 252 of the Delaware General Corporation Law, Section 607.1101 of the Florida Business Corporation Act and Section 901 of the New York Business Corporation Law, among Acorn Properties, Inc., a Texas corporation ("Acorn"), Charter Oil (International), Inc., a Florida corporation ("COI"), Multi Mineral Corporation, a Texas corporation ("Multi Mineral"), Charter Oil (Alaska), Inc., a Florida corporation ("Charter Oil Alaska"), Nepco (Florida), Inc., a Florida corporation ("Nepco Florida"), Valdez Oil Inc., a Delaware corporation ("Valdez"), Alaska Oil Company, Inc., a Florida corporation ("AOC"), Charter Crude Oil Trading Company, a Texas corporation ("CCOTC"), New England Petroleum Corporation, a New York corporation ("Nepco"), Charter International Development Co., a Florida corporation ("CIDC"), and Chartcom, Inc., a Delaware corporation ("Chartcom"), such corporations being hereinafter sometimes referred to collectively as the "Constituent Corporations" and individually as a "Constituent Corporation".

WITNESSETH:

Acorn is a corporation duly organized and existing under the laws of the State of Texas, having authority to issue 1,000 shares, \$1.00 par value ("Common Stock of Acorn"), of which 1,000 shares are issued, outstanding and owned of record and beneficially by Spelling Entertainment Group Inc., a Delaware corporation ("Spelling");

COI is a corporation duly organized and existing under the laws of the State of Florida, having authority to issue 1,000 shares, \$1.00 par value, of which 1,000 shares are issued, outstanding and owned of record and beneficially by Spelling;

Multi Mineral is a corporation duly organized and existing under the laws of the State of Texas, having authority to issue 1,000 shares, \$1.00 par value, of which 1,000 shares are issued, outstanding and owned of record and beneficially by Spelling;

Charter Oil Alaska is a corporation duly organized and existing under the laws of the State of Florida, having authority to issue 1,000 shares, \$1.00 par value, of which 1,000 shares are issued, outstanding and owned of record and beneficially by Spelling;

Nepco Florida is a corporation duly organized and existing under the laws of the State of Florida, having authority to issue 70 shares, no par value, of which 70 shares are issued, outstanding and owned of record and beneficially by Spelling;

Valdez is a corporation duly organized and existing under the laws of the State of Delaware, having authority to issue 10,000 shares, \$10.00 par value, of which 1,000 shares are issued, outstanding and owned of record and beneficially by Spelling;

AOC is a corporation duly organized and existing under the laws of the State of Florida, having authority to issue 1,000 shares, \$1.00 par value, of which 1,000 shares are issued, outstanding and owned of record and beneficially by Spelling;

CCOTC is a corporation duly organized and existing under the laws of the State of Texas, having authority to issue 1,000 shares, \$1.00 par value, of which 1,000 shares are issued, outstanding and owned of record and beneficially by Spelling;

Nepco is a corporation duly organized and existing under the laws of the State of New York, having authority to issue 100 shares, no par value, of which 50 shares are issued, outstanding and owned of record and beneficially by Spelling;

CIDC is a corporation duly organized and existing under the laws of the State of Florida, having authority to issue 1,000 shares, \$1.00 par value, of which 1,000 shares are issued, outstanding and owned of record and beneficially by Spelling;

Chartcom is a corporation duly organized and existing under the laws of the State of Delaware, having authority to issue 1,000 shares, \$1.00 par value, of which 1,000 shares are issued, outstanding and owned of record and beneficially by Spelling;

The Board of Directors of Acorn has, pursuant to Article 5.03 (G) of the Texas Business Corporation Act, adopted a resolution approving this Agreement.

The Board of Directors of each of COI, Multi Mineral, Charter Oil Alaska, Nepco Florida, Valdez, AOC, CCOTC, Nepco, CIDC and Chartcom has adopted a resolution approving this Agreement and directing that this Agreement be submitted to a vote of the sole shareholder of each such company, which vote may be evidenced by such sole shareholder's written consent in lieu of a special meeting.

NOW, THEREFORE, in consideration of the premises and the mutual covenants and agreements herein contained, and for the purpose of setting forth the terms and conditions of the merger of each of COI, Multi Mineral, Charter Oil Alaska, Nepco Florida, Valdez, AOC, CCOTC, Nepco, CIDC and Chartcom with and into Acorn Properties (the "Merger"), the mode of carrying the Merger into effect, the manner and basis of converting the issued shares of Common Stock of Acorn Properties into shares of Common Stock of the Surviving Corporation (as hereinafter defined) and such other details and provisions as are deemed necessary or desirable, the parties hereto have agreed and hereby agree, subject to the requisite shareholder approval of this Agreement, as follows:

## Article I

### Effective Time of Merger, Names of the Constituent Corporations and Name, Purposes and State of Incorporation of the Surviving Corporation

On the date of filing of the Articles of Merger (the "Effective Time of the Merger"), each of COI, Multi Mineral, Charter Oil Alaska, Nepco Florida, Valdez, AOC, CCOTC, Nepco, CIDC and Chartcom shall be combined with and merged into Acorn Properties, which (a) is hereby designated as the only surviving corporation (the "Surviving Corporation"), (b) shall not be a new corporation, (c) shall continue its corporate existence as a Texas corporation to be governed by the laws of the State of Texas, (d) shall continue to be named "Acorn Properties, Inc.", and (e) shall continue to maintain its registered office in the State of Texas at 800 Brazos, Austin, TX 78701.

## Article II

### Terms and Conditions of the Merger

The terms and conditions of the Merger are (in addition to those set forth elsewhere in this Agreement) as follows:

(a) At and following the Effective Time of the Merger:

(1) The Constituent Corporations shall be a single corporation, which shall be Acorn Properties, the corporation designated herein as the Surviving Corporation.

(2) The separate existence of each of COI, Multi Mineral, Charter Oil Alaska, Nepco Florida, Valdez, AOC, CCOTC, Nepco, CIDC and Chartcom shall cease.

(3) All right, title, and interest to all real estate and other property owned by each Constituent Corporation shall be allocated to and vested in the Surviving Corporation without reversion or impairment, without further act or deed, and without any transfer or assignment having occurred, but subject to any existing liens thereon.

(4) All liabilities and obligations of each Constituent Corporation shall be allocated to the Surviving Corporation, and the Surviving Corporation shall, as between the Constituent Corporations, be the primary obligor therefor and, except as otherwise provided by law or contract, none of the Constituent Corporations (other than the Surviving Corporation) shall be liable therefor.

(5) Any proceeding pending against any Constituent Corporation may be continued as if the Merger did not occur, or the Surviving Corporation may be substituted in the proceeding.

(6) All corporate acts, plans, policies, contracts, approvals and authorizations of each Constituent Corporation, or of its shareholders, its Board of Directors, committees of its Board of Directors, or its officers or other agents, that are valid and effective immediately prior to the Effective Time of the Merger shall be taken for all purposes as the acts, plans, policies, contracts, approvals and authorizations of the Surviving Corporation and shall be effective and binding on the Surviving Corporation to the same extent that they were effective and binding on such Constituent Corporation immediately prior to the Effective Time of the Merger.

(7) The assets, liabilities, reserves and accounts of each Constituent Corporation shall be recorded on the books of the Surviving Corporation at the amounts at which they, respectively, shall then be carried on the books of such Constituent Corporation, subject to such adjustments or eliminations of intercompany items as may be appropriate in giving effect to the Merger.

(8) The Articles of Incorporation of Acorn Properties as in effect at the Effective Time of the Merger shall continue in full force and effect as the Articles of Incorporation of the Surviving Corporation.

(9) Except insofar as the laws of the State of Texas, which is the jurisdiction of incorporation of the Surviving Corporation, provide otherwise:

(i) the Surviving Corporation shall possess all the rights, privileges, immunities and franchises, of a public as well as a private nature, of each Constituent Corporation,

(ii) all property, real, personal and mixed, and all debts due on whatever account, including subscriptions to shares, all other choses in action, and all and every other interest of or belonging to or due to each Constituent Corporation shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed,

(iii) the title to any real estate, or any interest therein, vested in any Constituent Corporation shall not revert or be in any way impaired by reason of the Merger,

(iv) the Surviving Corporation shall be responsible and liable for all the liabilities and obligations of each Constituent Corporation, and

(v) neither the rights of creditors nor any liens upon the property of any Constituent Corporation shall be impaired by the Merger.

(b) The persons who hold one or more offices of Acorn Properties immediately prior to the Effective Time of the Merger shall hold the same office or offices of the Surviving Corporation at the Effective Time of the Merger.

(c) Pursuant to Section 252 (d) of the Delaware General Corporation Law, Acorn Properties agrees that it may be served with process in Delaware in any proceeding for the enforcement of any obligation of any Constituent Corporation, as well as for enforcement of any obligation of the Surviving Corporation arising from the Merger, including any suit or other proceeding to enforce the right of any stockholders as determined in appraisal proceedings pursuant to the provision of Section 262 and hereby irrevocably appoints the Secretary of State as its agent to accept service of process in any such suit or proceeding.

The address to which a copy of such process shall be mailed by the Secretary of State is: c/o Viacom, Inc., 1515 Broadway, New York, NY 10036.

### Article III

#### Capitalization of the Surviving Corporation and Manner and Basis of Converting Shares; Mode of Carrying Merger Into Effect.

The total authorized capital stock of the Surviving Corporation shall be 1,000 shares, \$1.00 par value ("Common Stock of the Surviving Corporation").

The manner and basis of converting the shares of Acorn Properties into shares of Common Stock of the Surviving Corporation and the mode of carrying the Merger into effect are as follows:

(a) Immediately prior to the Effective Time of the Merger, all shares of Common Stock of Acorn Properties theretofore issued shall be held of record by Spelling. Each share of Common Stock of Acorn Properties that is held of record by Spelling immediately prior to the Effective Time of the Merger shall, at the Effective Time of the Merger, be converted, without any action on the part of the holder thereof, into one fully paid and nonassessable share of Common Stock of the Surviving Corporation.

(b) All shares of Common Stock of the Surviving Corporation into which shares of Common Stock of Acorn Properties shall have been converted pursuant to this Article III shall be issued in full satisfaction of all rights pertaining to such converted shares, subject, however, to the obligation of the Surviving Corporation to pay any dividends that may have been lawfully declared on such shares of Common Stock of Acorn Properties and not paid as of the Effective Time of the Merger.

(c) Immediately prior to the Effective Time of the Merger, all shares of Common Stock of each of COI, Multi Mineral, Charter Oil Alaska, Nepco Florida, Valdez, AOC, CCOTC, Nepco, CIDC and Chartcom theretofore issued shall be held of

record by Spelling; such shares shall, at the Effective Time of the Merger, be cancelled. No shares of stock of the Surviving Corporation shall be issued, and no other consideration shall be paid, to Spelling or any other person on account of such shares that are held of record by Spelling immediately prior to the Effective Time of the Merger.

#### Article IV

##### Approval of this Agreement

(a) Pursuant to Article 5.03 (G) of the Texas Business Corporation Act, Spelling, the sole shareholder of Acorn Properties, is not required to approve this Agreement in its capacity as such shareholder.

(b) This Agreement shall be submitted to Spelling, in its capacity as the sole shareholder of each of COI, Multi Mineral, Charter Oil Alaska, Nepco Florida, Valdez, AOC, CCOTC, Nepco, CIDC and Chartcom.

#### Article V

##### Miscellaneous Provisions

(a) This Agreement may be terminated at any time prior to the Effective Time of the Merger, whether before or after approval thereof by any shareholder whose approval is required hereunder or by applicable law, by action of the Board of Directors or shareholder of any Constituent Corporation.

(b) If at any time the Surviving Corporation shall consider that any further action is necessary or desirable to vest, perfect or confirm, of record or otherwise, in the Surviving Corporation the title to any property or rights of any Constituent Corporation at the Effective Time of the Merger, the persons who are serving as officers of such Constituent Corporation immediately prior to the Effective Time of the Merger shall be, and they hereby are, severally authorized and directed to take such action as may be reasonably requested by the Surviving Corporation to vest, perfect or confirm title to such property or rights in the Surviving Corporation.

(c) Any number of counterparts hereof may be executed, and each such counterpart shall be deemed to be an original instrument.

(d) This Agreement shall be governed by and construed in accordance with the laws of the State of Texas, except insofar as the law of the jurisdiction of incorporation of any Constituent Corporation is required to be applied to the Merger.

(e) This Agreement may be amended, at any time prior to the Effective Time of the Merger, by an instrument in writing signed on behalf of the parties hereto.

(f) This Agreement constitutes (i) a "plan of merger" within the meaning of Article 5.01 of the Texas Business Corporation Act, (ii) an "agreement of merger" within the meaning of Section 252 of the Delaware General Corporation Law, (iii) a "plan of merger" within the meaning of Section 607.1101 of the Florida Business Corporation Act and (iv) a "plan of merger" within the meaning of Section 902 of the New York Business Corporation Law.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be signed by a duly authorized officer.

Attest: Mark C. Morril  
Mark C. Morril, Assistant Secretary

Acorn Properties, Inc.  
By: James F. Davis  
James F. Davis  
Title: Vice President

Attest: Mark C. Morril  
Mark C. Morril, Assistant Secretary

Charter Oil (International), Inc.  
By: James F. Davis  
James F. Davis  
Title: Vice President


Attest: Mark C. Morril  
Mark C. Morril, Assistant Secretary

Multi Mineral Corporation  
By: James F. Davis  
James F. Davis  
Title: Vice President

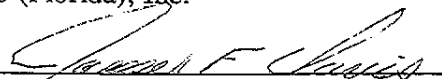
Attest: Mark C. Morril  
Mark C. Morril, Assistant Secretary

Charter Oil (Alaska), Inc.  
By: James F. Davis  
James F. Davis  
Title: Vice President



Attest:   
Mark C. Morril, Assistant Secretary

Nepco (Florida), Inc.

By:   
James F. Davis

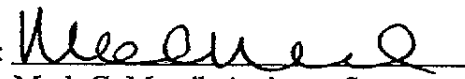
Title: Vice President

Attest:   
Mark C. Morril, Assistant Secretary

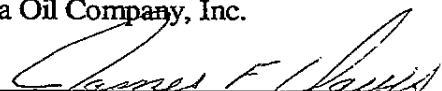
Valdez Oil Inc.

By:   
James F. Davis

Title: Vice President

Attest:   
Mark C. Morril, Assistant Secretary

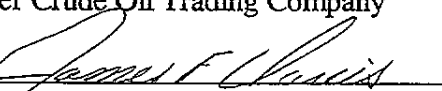
Alaska Oil Company, Inc.

By:   
James F. Davis


Title: Vice President

Attest:   
Mark C. Morril, Assistant Secretary


Charter Crude Oil Trading Company

By:   
James F. Davis


Title: Vice President

Attest:   
Mark C. Morril, Assistant Secretary

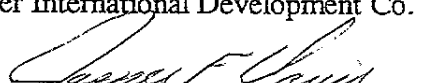
New England Petroleum Corporation

By:   
James F. Davis

Title: Vice President

Attest:   
Mark C. Morril, Assistant Secretary

Charter International Development Co.

By:   
James F. Davis

Title: Vice President

Chartcom, Inc.

Attest: Mark C. Morril  
Mark C. Morril, Assistant Secretary

By: James F. Davis  
James F. Davis

Title: Vice President