

483863

FIELDSTONE LESTER SHEAR & DENBERG
ATTORNEYS & COUNSELLORS AT LAW

RONALD FIELDSTONE, P.A.
PAUL A. LESTER, P.A.
DAVID SHEAR, P.A.
MICHAEL B. DENBERG, P.A.

KENNETH R. DREYFUSS

OF COUNSEL
ROBERT E. DADY, P.A.

FIRST UNION FINANCIAL CENTER
SUITE 2100
200 SOUTH BISCAYNE BOULEVARD
MIAMI, FLORIDA 33131
TELEPHONE 305.982.1555
FACSIMILE 305.982.1550
E-MAIL: fls@fl-s.com

TURNBERRY PLAZA
SUITE 802
2875 N.E. 191ST STREET
AVENTURA, FLORIDA 33180
TELEPHONE 305.705.0941
FACSIMILE 305.705.0942

REPLY TO MIAMI OFFICE

December 22, 1998

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

EFFECTIVE DATE
12-31-98

7000002722917--1
-12/28/98--01034--005
****183.75 ****183.75

Attn: Amendment Section

RE: Douglas Petroleum Corporation, Alpha Oil and Gas Company, Delta Energy Corporation, Kappa Oil and Gas Company and Theta Enterprises, Inc.

Gentlemen:

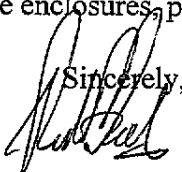
Enclosed you will find the following:

1. Original and one copy of the Articles of Merger.
2. Original and one copy of the Plan of Merger for each corporation.
3. Our check in the amount of \$183.750, representing your fees as follows:

Filing Fees (5 corporations)	\$175.00
Certified copy	<u>8.75</u>
Total	\$183.75

If you have any questions concerning the enclosures, please feel free to contact our office.

Sincerely,



Ronald R. Fieldstone

RRF/cs

Encl.

Merger 1/8
HKB
17

FILED
98 DEC 28 PM 1:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

ALPHA OIL AND GAS COMPANY, a Florida corporation, document number
443620

DELTA ENERGY CORPORATION, a Florida corporation, document number
457494

KAPPA OIL AND GAS COMPANY, a Florida corporation, document number
451880

THETA ENTERPRISES, INC., a Florida corporation, document number 458060

INTO

DOUGLAS PETROLEUM CORPORATION, a Florida corporation, 483863

File date: December 28, 1998, effective December 31, 1998

Corporate Specialist: Karen Gibson

EFFECTIVE DATE
12-31-98

ARTICLES OF MERGER

OF

DOUGLAS PETROLEUM CORPORATION, A FLORIDA CORPORATION,
ALPHA OIL AND GAS COMPANY, A FLORIDA CORPORATION
DELTA ENERGY CORPORATION, A FLORIDA CORPORATION
KAPPA OIL AND GAS COMPANY, A FLORIDA CORPORATION
and
THETA ENTERPRISES, INC., A FLORIDA CORPORATION

To the Department of State
State of Florida

Pursuant to the provisions of the Florida General Corporation Act, the corporations hereinafter named do hereby adopt the following articles of merger.

1. The names of the merging corporations are Alpha Oil and Gas Company ("Alpha"), Delta Energy Corporation ("Delta"), Kappa Oil and Gas Company ("Kappa") and Theta Enterprises, Inc. ("Theta"), which are business corporations organized under the laws of the State of Florida, and the existence of which will cease, and Douglas Petroleum Corporation ("Douglas"), which is a business corporation organized under the laws of the State of Florida, and which shall be the surviving corporation.

2. The Plan of Merger for merging Alpha, Delta, Kappa and Theta with and into Douglas was approved and adopted by the shareholders and directors entitled to vote of Alpha, Delta, Kappa and Theta on December 16, 1998, and the approval of the Plan of Merger was duly authorized by all actions required by the laws under which Alpha, Delta, Kappa and Theta are incorporated.

3. Douglas will continue its existence as the surviving corporation under its present name Douglas Petroleum Corporation pursuant to the provisions of the laws of the jurisdiction of its organization.

4. Douglas does hereby agree that it may be served with process in the State of Florida in any proceeding for the enforcement of any obligation of Alpha, Delta, Kappa and Theta and in any proceeding for the enforcement of the rights of a dissenting shareholder of Alpha, Delta, Kappa and Theta against Douglas; does hereby irrevocably appoint the Secretary of State of the State of Florida as its agent to accept service of process in any such proceeding; and does hereby agree that it will promptly pay to the dissenting shareholders of Alpha, Delta, Kappa and Theta the amount, if any, to which they shall be entitled under the provisions of the Florida General Corporation Act with respect to the rights of dissenting shareholders.

5. The merger herein provided for shall become effective in the State of Florida on December 31, 1998.

Executed on DECEMBER 21, 1998.

Alpha Oil and Gas Company, a Florida corporation

X By: Douglas B. Chope
Douglas B. Chope, Its President

Joanne B. Chope
Joanne B. Chope, Its Secretary

Executed on DECEMBER 21, 1998.

Delta Energy Corporation, a Florida corporation

X By: Douglas B. Chope
Douglas B. Chope, Its President

Joanne B. Chope
Joanne B. Chope, Its Secretary

Executed on DECEMBER 21, 1998.

Kappa Oil and Gas Company, a Florida corporation

X By: Douglas B. Chope
Douglas B. Chope, Its President

Joanne B. Chope
Joanne B. Chope, Its Secretary

Executed on DECEMBER 21, 1998.

Theta Enterprises, Inc., a Florida corporation

X By: Douglas B. Chope
Douglas B. Chope, Its President

Joanne B. Chope
Joanne B. Chope, Its Secretary

Executed on DECEMBER 21, 1998.

Douglas Petroleum Corporation, a Florida corporation

X By: Douglas B. Chope
Douglas B. Chope, Its President

Katherine B. Chope
Katherine B. Chope, Its Secretary

[illegible]

BEFORE ME, the undersigned authority personally appeared Douglas B. Chope, as President and Joanne B. Chope, as Secretary of Alpha Oil and Gas Company, a Florida corporation, who is personally known to me or who have produced _____ as identification and who did take an oath, acknowledged before me that they executed the foregoing instrument for the purposes herein expressed.

WITNESS MY HAND and official seal at OSTERVILLE, BARNSTABLE County, MASSACHUSETTS
this 21 day of DECEMBER, 1998.

Margaret E. Anderson
Signature

MARGARET E. ANDERSON
Print (Notary's Name)
Notary Public, State of MASSACHUSETTS

Notarial Seal:

[illegible]

BEFORE ME, the undersigned authority personally appeared Douglas B. Chope, as President and Joanne B. Chope, as Secretary of Delta Energy Corporation, a Florida corporation, who is personally known to me or who have produced _____ as identification and who did take an oath, acknowledged before me that they executed the foregoing instrument for the purposes herein expressed.

WITNESS MY HAND and official seal at OSTERVILLE, BARNSTABLE County, MASSACHUSETTS
this 21 day of DECEMBER, 1998.

Margaret E. Anderson
Signature

MARGARET E. ANDERSON

Print (Notary's Name)

Notary Public, State of MASSACHUSETTS

Notarial Seal:

[illegible]

BEFORE ME, the undersigned authority personally appeared Douglas B. Chope, as President and Joanne B. Chope, as Secretary of Kappa Oil and Gas Company, a Florida corporation, who is personally known to me or who have produced _____ as identification and who did take an oath, acknowledged before me that they executed the foregoing instrument for the purposes herein expressed.

WITNESS MY HAND and official seal at ASTERVILLE, BARNSTABLE County, MASSACHUSETTS
this 21 day of DECEMBER, 1998.

Margaret E. Anderson
Signature

MARGARET E. ANDERSON

Print (Notary's Name)

Notary Public, State of MASSACHUSETTS

Notarial Seal:

PLAN AND AGREEMENT OF MERGER
OF
DELTA ENERGY CORPORATION, A FLORIDA CORPORATION
and
DOUGLAS PETROLEUM CORPORATION, A FLORIDA CORPORATION

PLAN AND AGREEMENT OF MERGER entered into effective on December 31, 1998 by Delta Energy Corporation, a business corporation of the State of Florida ("Delta"), and approved by resolution adopted by its Board of Directors and Shareholders on December 16, 1998 and entered into effective on December 31, 1998 by Douglas Petroleum Corporation, a business corporation of the State of Florida ("Douglas"), and approved by resolution adopted by its Board of Directors on said date.

WHEREAS, Delta is a business corporation organized under the laws of the State of Florida and which corporation is qualified to do business under the laws of the State of Florida with its principal offices located at P.O. Box 560727, Miami, Florida 33256-0727; and

WHEREAS, the total number of shares of stock which Delta has authority to issue is 6,000, all of which are of one class and of \$1.00 par value; and

WHEREAS, Douglas is a business corporation organized under the laws of the State of Florida with its registered office therein located at P.O. Box 560727, Miami, Florida 33256-0727; and

WHEREAS, the total number of shares of stock which Douglas has authority to issue is 25,000, all of which are of one class and of \$1.00 par value; and

WHEREAS, Delta and Douglas and the respective Boards of Directors thereof deem it advisable and to the advantage, welfare and best interests of said corporations and their respective stockholders to merge Delta and into Douglas pursuant to the provisions of the Florida General Corporation Act upon the terms and conditions hereinafter set forth.

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, being thereunto duly entered into by Delta and approved by a resolution adopted by its Board of Directors and being thereunto duly entered into by Douglas and approved by a resolution adopted by its Board of Directors, the Plan and Agreement of Merger and the terms and conditions thereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth therein, are hereby determined and agreed upon as hereinafter in this Plan and Agreement set forth.

1. Delta and Douglas shall, pursuant to the provisions of the Florida General Corporation Act, be merged with and into a single corporation to wit, Douglas, which shall be the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the Florida General Corporation Act. The separate existence of Delta,

which is sometimes hereinafter referred to as the "terminating corporation", shall cease at said effective time in accordance with the provisions of the Florida General Corporation Act.

2. The Articles of Incorporation of the surviving corporation shall be in force and effect as the effective time in the State of Florida of the merger herein provided for; and said Articles of Incorporation shall continue to be the Articles of Incorporation of said surviving corporation until amended and changed pursuant to the provisions of the Florida General Corporation Act.

3. The present by-laws of the surviving corporation will be the by-laws of said surviving corporation and will continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the Florida General Corporation Act.

4. The following directors and officers in office of the surviving corporation at the effective time of the merger:

President/Director:	Douglas B. Chope
Vice-President/Treasurer/Director:	Joanne B. Chope
Secretary/Director:	Katherine B. Chope

shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the by-laws of the surviving corporation.

5. Each issued share of the terminating corporation shall, at the effective time of the merger, be converted into one share of the surviving corporation. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of the surviving corporation.

6. In the event that this Plan and Agreement of Merger shall have been fully approved and adopted upon behalf of the terminating corporation in accordance with the provisions of the Florida General Corporation Act and upon behalf of the surviving corporation in accordance with the provisions of the Florida General Corporation Act, the said corporations agree that they will cause to be executed and filed and recorded any document or documents prescribed by the laws of the State of Florida, and that they will cause to be performed all necessary acts within the State of Florida and elsewhere to effectuate the merger herein provided for.

7. The Board of Directors and the proper officers of the terminating corporation and of the surviving corporation are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file and record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the

WITNESS MY HAND and official seal at OSTERVILLE, BARNSTABLE County, MASSACHUSETTS
this 21 day of DECEMBER, 1998.

Margaret E. Anderson
Signature

MARGARET E. ANDERSON
Print (Notary's Name)
Notary Public, State of MASSACHUSETTS

Notarial Seal:

STATE OF _____) MASSACHUSETTS
) SS:
COUNTY OF _____) BARNSTABLE

BEFORE ME, the undersigned authority personally appeared Douglas B. Chope, as President and Katherine B. Chope, as Secretary of Douglas Petroleum Corporation, a Florida corporation, who is personally known to me or who have produced _____ as identification and who did take an oath, acknowledged before me that they executed the foregoing instrument for the purposes herein expressed.

WITNESS MY HAND and official seal at D. STERVILLE, BARNSTABLE County, MASSACHUSETTS
this 21 day of DECEMBER, 1998.

Margaret E. Anderson
Signature

MARGARET E. ANDERSON
Print (Notary's Name)
Notary Public, State of MASSACHUSETTS

Notarial Seal:

CERTIFICATE OF SECRETARY OF
DOUGLAS PETROLEUM CORPORATION, A FLORIDA CORPORATION

The undersigned, being the Secretary of Douglas Petroleum Corporation, a Florida corporation, does hereby certify that the foregoing Plan and Agreement of Merger was submitted to the stockholders entitled to vote for said corporation at a special meeting thereof for the purpose of acting on the Plan and Agreement of Merger. All of the stockholders of said corporation waived, in a writing signed by them, notice of the time, place and purpose of said meeting, including the lapse of the 20-day period of time otherwise prescribed. At said meeting, the Plan and Agreement of Merger was considered by the stockholders entitled to vote for the corporation, and, a vote having been taken for the adoption or rejection by them of the Plan and Agreement of Merger, at least a majority of the outstanding stock entitled to vote for the corporation was voted for the adoption of the Plan and Agreement of Merger.

Dated: December 21, 1998 .

DOUGLAS PETROLEUM CORPORATION, a
Florida corporation

By: Katherine B. Chope
Katherine B. Chope, Its Secretary

PLAN AND AGREEMENT OF MERGER
OF
ALPHA OIL AND GAS COMPANY, A FLORIDA CORPORATION
and
DOUGLAS PETROLEUM CORPORATION, A FLORIDA CORPORATION

PLAN AND AGREEMENT OF MERGER entered into effective on December 31, 1998 by Alpha Oil and Gas Company, a business corporation of the State of Florida ("Alpha"), and approved by resolution adopted by its Board of Directors and Shareholders on December 16, 1998 and entered into effective on December 31, 1998 by Douglas Petroleum Corporation, a business corporation of the State of Florida ("Douglas"), and approved by resolution adopted by its Board of Directors on said date.

WHEREAS, Alpha is a business corporation organized under the laws of the State of Florida and which corporation is qualified to do business under the laws of the State of Florida with its principal offices located at P.O. Box 560727, Miami, Florida 33256-0727; and

WHEREAS, the total number of shares of stock which Alpha has authority to issue is 6,000, all of which are of one class and of \$1.00 par value; and

WHEREAS, Douglas is a business corporation organized under the laws of the State of Florida with its registered office therein located at P.O. Box 560727, Miami, Florida 33256-0727; and

WHEREAS, the total number of shares of stock which Douglas has authority to issue is 25,000, all of which are of one class and of \$1.00 par value; and

WHEREAS, Alpha and Douglas and the respective Boards of Directors thereof deem it advisable and to the advantage, welfare and best interests of said corporations and their respective stockholders to merge Alpha and into Douglas pursuant to the provisions of the Florida General Corporation Act upon the terms and conditions hereinafter set forth.

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, being thereunto duly entered into by Alpha and approved by a resolution adopted by its Board of Directors and being thereunto duly entered into by Douglas and approved by a resolution adopted by its Board of Directors, the Plan and Agreement of Merger and the terms and conditions thereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth therein, are hereby determined and agreed upon as hereinafter in this Plan and Agreement set forth.

1. Alpha and Douglas shall, pursuant to the provisions of the Florida General Corporation Act, be merged with and into a single corporation to wit, Douglas, which shall be the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the Florida General Corporation Act. The separate existence of Alpha,

which is sometimes hereinafter referred to as the "terminating corporation", shall cease at said effective time in accordance with the provisions of the Florida General Corporation Act.

2. The Articles of Incorporation of the surviving corporation shall be in force and effect as the effective time in the State of Florida of the merger herein provided for; and said Articles of Incorporation shall continue to be the Articles of Incorporation of said surviving corporation until amended and changed pursuant to the provisions of the Florida General Corporation Act.

3. The present by-laws of the surviving corporation will be the by-laws of said surviving corporation and will continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the Florida General Corporation Act.

4. The following directors and officers in office of the surviving corporation at the effective time of the merger:

President/Director:	Douglas B. Chope
Vice-President/Treasurer/Director:	Joanne B. Chope
Secretary/Director:	Katherine B. Chope

shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the by-laws of the surviving corporation.

5. Each issued share of the terminating corporation shall, at the effective time of the merger, be converted into one share of the surviving corporation. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of the surviving corporation.

6. In the event that this Plan and Agreement of Merger shall have been fully approved and adopted upon behalf of the terminating corporation in accordance with the provisions of the Florida General Corporation Act and upon behalf of the surviving corporation in accordance with the provisions of the Florida General Corporation Act, the said corporations agree that they will cause to be executed and filed and recorded any document or documents prescribed by the laws of the State of Florida, and that they will cause to be performed all necessary acts within the State of Florida and elsewhere to effectuate the merger herein provided for.

7. The Board of Directors and the proper officers of the terminating corporation and of the surviving corporation are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file and record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the

Margaret E. Anderson
Signature

Print (Notary's Name)

SS:

Margaret E. Anderson
Signature

Print (Notary's Name)

4

CERTIFICATE OF SECRETARY OF
DOUGLAS PETROLEUM CORPORATION, A FLORIDA CORPORATION

The undersigned, being the Secretary of Douglas Petroleum Corporation, a Florida corporation, does hereby certify that the foregoing Plan and Agreement of Merger was submitted to the stockholders entitled to vote for said corporation at a special meeting thereof for the purpose of acting on the Plan and Agreement of Merger. All of the stockholders of said corporation waived, in a writing signed by them, notice of the time, place and purpose of said meeting, including the lapse of the 20-day period of time otherwise prescribed. At said meeting, the Plan and Agreement of Merger was considered by the stockholders entitled to vote for the corporation, and, a vote having been taken for the adoption or rejection by them of the Plan and Agreement of Merger, at least a majority of the outstanding stock entitled to vote for the corporation was voted for the adoption of the Plan and Agreement of Merger.

Dated: December 21, 1998.

DOUGLAS PETROLEUM CORPORATION, a
Florida corporation

By: Katherine B. Chope
Katherine B. Chope, Its Secretary

PLAN AND AGREEMENT OF MERGER
OF
KAPPA OIL AND GAS COMPANY, A FLORIDA CORPORATION
and
DOUGLAS PETROLEUM CORPORATION, A FLORIDA CORPORATION

PLAN AND AGREEMENT OF MERGER entered into effective on December 31, 1998 by Kappa Oil and Gas Company, a business corporation of the State of Florida ("Kappa"), and approved by resolution adopted by its Board of Directors and Shareholders on December 16, 1998 and entered into effective on December 31, 1998 by Douglas Petroleum Corporation, a business corporation of the State of Florida ("Douglas"), and approved by resolution adopted by its Board of Directors on said date.

WHEREAS, Kappa is a business corporation organized under the laws of the State of Florida and which corporation is qualified to do business under the laws of the State of Florida with its principal offices located at P.O. Box 560727, Miami, Florida 33256-0727; and

WHEREAS, the total number of shares of stock which Kappa has authority to issue is 600, all of which are of one class and of \$10.00 par value; and

WHEREAS, Douglas is a business corporation organized under the laws of the State of Florida with its registered office therein located at P.O. Box 560727, Miami, Florida 33256-0727; and

WHEREAS, the total number of shares of stock which Douglas has authority to issue is 25,000, all of which are of one class and of \$1.00 par value; and

WHEREAS, Kappa and Douglas and the respective Boards of Directors thereof deem it advisable and to the advantage, welfare and best interests of said corporations and their respective stockholders to merge Kappa and into Douglas pursuant to the provisions of the Florida General Corporation Act upon the terms and conditions hereinafter set forth.

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, being thereunto duly entered into by Kappa and approved by a resolution adopted by its Board of Directors and being thereunto duly entered into by Douglas and approved by a resolution adopted by its Board of Directors, the Plan and Agreement of Merger and the terms and conditions thereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth therein, are hereby determined and agreed upon as hereinafter in this Plan and Agreement set forth.

1. Kappa and Douglas shall, pursuant to the provisions of the Florida General Corporation Act, be merged with and into a single corporation to wit, Douglas, which shall be the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the Florida General Corporation Act. The separate existence of Kappa,

which is sometimes hereinafter referred to as the "terminating corporation", shall cease at said effective time in accordance with the provisions of the Florida General Corporation Act.

2. The Articles of Incorporation of the surviving corporation shall be in force and effect as the effective time in the State of Florida of the merger herein provided for; and said Articles of Incorporation shall continue to be the Articles of Incorporation of said surviving corporation until amended and changed pursuant to the provisions of the Florida General Corporation Act.

3. The present by-laws of the surviving corporation will be the by-laws of said surviving corporation and will continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the Florida General Corporation Act.

4. The following directors and officers in office of the surviving corporation at the effective time of the merger:

President/Director:	Douglas B. Chope
Vice-President/Treasurer/Director:	Joanne B. Chope
Secretary/Director:	Katherine B. Chope

shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the by-laws of the surviving corporation.

5. Each issued share of the terminating corporation shall, at the effective time of the merger, be converted into one share of the surviving corporation. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of the surviving corporation.

6. In the event that this Plan and Agreement of Merger shall have been fully approved and adopted upon behalf of the terminating corporation in accordance with the provisions of the Florida General Corporation Act and upon behalf of the surviving corporation in accordance with the provisions of the Florida General Corporation Act, the said corporations agree that they will cause to be executed and filed and recorded any document or documents prescribed by the laws of the State of Florida, and that they will cause to be performed all necessary acts within the State of Florida and elsewhere to effectuate the merger herein provided for.

7. The Board of Directors and the proper officers of the terminating corporation and of the surviving corporation are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file and record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the

provisions of this Plan and Agreement of Merger or of the merger herein provided for.

8. The effective time of this Plan and Agreement of Merger, and the time at which the merger herein agreed upon shall become effective in the State of Florida shall be December 31, 1998.

IN WITNESS WHEREOF, this Plan and Agreement of Merger is hereby executed upon behalf of each of the constituent corporations parties thereto.

Executed December 21, 1998 .

Kappa Oil and Gas Company, a
Florida corporation

X By: Douglas B. Chope
Douglas B. Chope, Its President
Joanne B. Chope
Joanne B. Chope, Its Secretary

Executed December 21, 1998 .

Douglas Petroleum Corporation, a Florida corporation

X By: Douglas B. Chope
Douglas B. Chope, Its President
Katherine B. Chope
Katherine B. Chope, Its Secretary

STATE OF MASSACHUSETTS
) SS:
COUNTY OF BARNSTABLE

BEFORE ME, the undersigned authority personally appeared Douglas B. Chope, as President and Joanne B. Chope, as Secretary of Kappa Oil and Gas Company, a Florida corporation, who is personally known to me or who have produced _____ as identification and who did take an oath, acknowledged before me that they executed the foregoing instrument for the purposes herein expressed.

MARGARET E. ANDERSON
Print (Notary's Name)
Notary Public, State of MASSACHUSETTS

[illegible]

WITNESS MY HAND and official seal at OSTERVILLE, BARNSTABLE County, MASSACHUSETTS
this 21 day of DECEMBER, 1998.

MARGARET E. ANDERSON
Print (Notary's Name)
Notary Public, State of MASSACHUSETTS

4

CERTIFICATE OF SECRETARY OF
DOUGLAS PETROLEUM CORPORATION, A FLORIDA CORPORATION

The undersigned, being the Secretary of Douglas Petroleum Corporation, a Florida corporation, does hereby certify that the foregoing Plan and Agreement of Merger was submitted to the stockholders entitled to vote for said corporation at a special meeting thereof for the purpose of acting on the Plan and Agreement of Merger. All of the stockholders of said corporation waived, in a writing signed by them, notice of the time, place and purpose of said meeting, including the lapse of the 20-day period of time otherwise prescribed. At said meeting, the Plan and Agreement of Merger was considered by the stockholders entitled to vote for the corporation, and, a vote having been taken for the adoption or rejection by them of the Plan and Agreement of Merger, at least a majority of the outstanding stock entitled to vote for the corporation was voted for the adoption of the Plan and Agreement of Merger.

Dated: December 21, 1998.

DOUGLAS PETROLEUM CORPORATION, a
Florida corporation

By: Katherine B. Chope
Katherine B. Chope, Its Secretary

PLAN AND AGREEMENT OF MERGER
OF
THETA ENTERPRISES, INC., A FLORIDA CORPORATION
and
DOUGLAS PETROLEUM CORPORATION, A FLORIDA CORPORATION

PLAN AND AGREEMENT OF MERGER entered into effective on December 31, 1998 by Theta Enterprises, Inc., a business corporation of the State of Florida ("Theta"), and approved by resolution adopted by its Board of Directors and Shareholders on December 16, 1998 and entered into effective on December 31, 1998 by Douglas Petroleum Corporation, a business corporation of the State of Florida ("Douglas"), and approved by resolution adopted by its Board of Directors on said date.

WHEREAS, Theta is a business corporation organized under the laws of the State of Florida and which corporation is qualified to do business under the laws of the State of Florida with its principal offices located at P.O. Box 560727, Miami, Florida 33256-0727; and

WHEREAS, the total number of shares of stock which Theta has authority to issue is 3,000, all of which are of one class and of \$2.00 par value; and

WHEREAS, Douglas is a business corporation organized under the laws of the State of Florida with its registered office therein located at P.O. Box 560727, Miami, Florida 33256-0727; and

WHEREAS, the total number of shares of stock which Douglas has authority to issue is 25,000, all of which are of one class and of \$1.00 par value; and

WHEREAS, Theta and Douglas and the respective Boards of Directors thereof deem it advisable and to the advantage, welfare and best interests of said corporations and their respective stockholders to merge Theta and into Douglas pursuant to the provisions of the Florida General Corporation Act upon the terms and conditions hereinafter set forth.

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, being thereunto duly entered into by Theta and approved by a resolution adopted by its Board of Directors and being thereunto duly entered into by Douglas and approved by a resolution adopted by its Board of Directors, the Plan and Agreement of Merger and the terms and conditions thereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth therein, are hereby determined and agreed upon as hereinafter in this Plan and Agreement set forth.

1. Theta and Douglas shall, pursuant to the provisions of the Florida General Corporation Act, be merged with and into a single corporation to wit, Douglas, which shall be the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the Florida General Corporation Act. The separate existence of Theta,

which is sometimes hereinafter referred to as the "terminating corporation", shall cease at said effective time in accordance with the provisions of the Florida General Corporation Act.

2. The Articles of Incorporation of the surviving corporation shall be in force and effect as the effective time in the State of Florida of the merger herein provided for; and said Articles of Incorporation shall continue to be the Articles of Incorporation of said surviving corporation until amended and changed pursuant to the provisions of the Florida General Corporation Act.

3. The present by-laws of the surviving corporation will be the by-laws of said surviving corporation and will continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the Florida General Corporation Act.

4. The following directors and officers in office of the surviving corporation at the effective time of the merger:

President/Director:	Douglas B. Chope
Vice-President/Treasurer/Director:	Joanne B. Chope
Secretary/Director:	Katharine B. Chope

shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the by-laws of the surviving corporation.

5. Each issued share of the terminating corporation shall, at the effective time of the merger, be converted into one share of the surviving corporation. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of the surviving corporation.

6. In the event that this Plan and Agreement of Merger shall have been fully approved and adopted upon behalf of the terminating corporation in accordance with the provisions of the Florida General Corporation Act and upon behalf of the surviving corporation in accordance with the provisions of the Florida General Corporation Act, the said corporations agree that they will cause to be executed and filed and recorded any document or documents prescribed by the laws of the State of Florida, and that they will cause to be performed all necessary acts within the State of Florida and elsewhere to effectuate the merger herein provided for.

7. The Board of Directors and the proper officers of the terminating corporation and of the surviving corporation are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file and record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the

Margaret E. Anderson
Signature

[illegible]

WITNESS MY HAND and official seal at OSTERVILLE, BARNSTABLE County, MASSACHUSETTS
this 21 day of DECEMBER, 1998.

Margaret Anderson
Signature

4

CERTIFICATE OF SECRETARY OF
DOUGLAS PETROLEUM CORPORATION, A FLORIDA CORPORATION

The undersigned, being the Secretary of Douglas Petroleum Corporation, a Florida corporation, does hereby certify that the foregoing Plan and Agreement of Merger was submitted to the stockholders entitled to vote for said corporation at a special meeting thereof for the purpose of acting on the Plan and Agreement of Merger. All of the stockholders of said corporation waived, in a writing signed by them, notice of the time, place and purpose of said meeting, including the lapse of the 20-day period of time otherwise prescribed. At said meeting, the Plan and Agreement of Merger was considered by the stockholders entitled to vote for the corporation, and, a vote having been taken for the adoption or rejection by them of the Plan and Agreement of Merger, at least a majority of the outstanding stock entitled to vote for the corporation was voted for the adoption of the Plan and Agreement of Merger.

Dated: December 21, 1998.

DOUGLAS PETROLEUM CORPORATION, a
Florida corporation

By: Katherine B. Chope
Katherine B. Chope, Its Secretary