

561074

(1)

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

FOUR D PETROLEUM, INC., a Florida corporation, P93000026889

INTO

M & D PETROLEUM, INC., a Florida corporation, 561074.

File date: June 26, 1997

Corporate Specialist: Joy Moon-French

Account number: 072100000032

Account charged: 70.00



THE UNITED STATES
CORPORATION
COMPANY

561074

ACCOUNT NO. : 072100000032

REFERENCE : 442649 4703287

AUTHORIZATION

Patricia Pygott

COST LIMIT : \$ 70.00

ORDER DATE : June 25, 1997

ORDER TIME : 10:56 AM

ORDER NO. : 442649-005

600002223736--0

CUSTOMER NO: 4703287

CUSTOMER: Mr. Robert Yates
Amoco Corporation
200 East Randolph Drive
Mail Code 2108
Chicago, IL 60601

ARTICLES OF MERGER

FOUR D PETROLEUM, INC.

INTO

M&D PETROLEUM, INC.

FILED
97 JUN 26 PM 2:37
SECRETARY OF STATE
TALLAHASSEE FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

6/26
Leggett
97 JUN 25 PM 12:13
DIVISION OF CORPORATION
RECEIVED

FILED

97 JUN 26 PM 2:37

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF MERGER

OF

M&D Petroleum, Inc.

AND

Four D Petroleum, Inc.

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the Florida parent business corporation and the wholly-owned Florida subsidiary business corporation named below do hereby submit the following Articles of Merger.


1. Annexed hereto and made a part hereof is a Plan of Merger for merging Four D Petroleum, Inc. into M&D Petroleum, Inc. as approved by the Board of Directors of the parent corporation on May 7, 1997.

2. The aforesaid Plan of Merger was adopted in accordance with the provisions of the Florida Business Corporation Act on May 7, 1997.

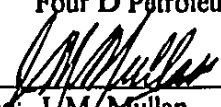
3. Shareholder approval was not required for the merger.

Executed on May 7, 1997.

M&D Petroleum, Inc.

By: 
Name: J. M. Mullan
Capacity: President

Four D Petroleum, Inc.

By: 
Name: J. M. Mullan
Capacity: President

PLAN OF MERGER

1. M&D Petroleum, Inc., which is a business corporation of the State of Florida and is the owner of all of the outstanding shares of Four D Petroleum, Inc., which is also a business corporation of the State of Florida, hereby merges Four D Petroleum, Inc. into M&D Petroleum, Inc. pursuant to the provisions of the Florida Business Corporation Act.
2. The separate existence of Four D Petroleum, Inc. shall cease at the effective time and date of the merger, and M&D Petroleum, Inc. shall continue its existence as the surviving corporation pursuant to the provisions of the Florida Business Corporation Act.
3. The issued shares of Four D Petroleum, Inc. shall not be converted in any manner, but each said share which is issued immediately prior to the effective time and date of the merger shall be surrendered and extinguished.
4. The Board of Directors and the proper officers of M&D Petroleum, Inc. are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or 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 of Merger or of the merger herein provided for.

561074

(2)

ARTICLES OF MERGER
Merger Sheet

MERGING:

M & D PETROLEUM, INC., a Florida corporation, 561074

into

AMOCO OIL COMPANY, a Maryland corporation 804179

File date: June 26, 1997

Corporate Specialist: Joy Moon-French

Account number: 072100000032

Account charged: 70.00