

**Smith
Smith
&
Parker**

ATTORNEYS AT LAW, P.A.

590047

July 5, 2000

Michael S. Smith
Stephen A. Smith, P.A.
Gregory S. Parker
Paul V. Smith
G. Cline Moore

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

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*****78.75 *****78.75

Re: Merger of P & C of PERRY, Inc. into CLARK OIL COMPANY, Inc.

Dear Sir/Madam:

Regarding the above, please find enclosed the original and one copy of the Articles of Merger for the above corporations. Please file the Articles of Merger and return a certified copy of the articles to this firm.

This firm's check in the total amount of \$78.75 is enclosed. This is for the filing fee of \$70.00 and certified copy fee of \$8.75.

If you have any questions or need any additional information, please feel free to contact our office.

Sincerely,
Michael S. Smith

By: Charlie Williams
Lydia "Charlie" Williams

Enc/

F:\USER\CHARLIE\CORPORAT\MERGER\CLARKOIL\DIVCORP.LTR

411 N. Washington Street P.O. Drawer 579 Perry, Florida 32348
Tel. (850) 584-3812 Fax. (850) 584-7148

Merger
LPS 7-19-2000

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUL -6 AM 9:40

ARTICLES OF MERGER
Merger Sheet

MERGING:

P & C OF PERRY, INC., a Florida corporation (Document #253105)

INTO

CLARK OIL COMPANY, INC., a Florida entity, 590047

File date: July 6, 2000

Corporate Specialist: Louise Flemming-Jackson

**ARTICLES AND PLAN OF MERGER OF
P & C OF PERRY, INC.
a Florida corporation,
into
CLARK OIL COMPANY, INC.**

**FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUL -6 AM 9:40**

Pursuant to the provisions contained in the Florida Business Corporation Act, the undersigned corporations certify as follows:

FIRST: The names of the corporations which are parties to the merger are:

**P & C OF PERRY, INC.,
a Florida corporation**

**CLARK OIL COMPANY, INC.,
a Florida corporation**

Each party to the merger agrees that P & C OF PERRY, INC., a Florida corporation, shall be merged with and into CLARK OIL COMPANY, INC., a Florida corporation, and that CLARK OIL COMPANY, INC., a Florida corporation, shall be the surviving corporation.

SECOND: P & C OF PERRY, INC. was incorporated in the State of Florida.

THIRD: CLARK OIL COMPANY, INC. was incorporated in the State of Florida.

FOURTH: The number of outstanding shares of stock of P & C OF PERRY, INC., a Florida corporation, was 100 shares; and the number of outstanding shares of stock of CLARK OIL COMPANY, INC., a Florida corporation, is 500 shares.

FIFTH: The principal office of P & C OF PERRY, INC., in Florida is 2286 South Byron Butler Parkway, Perry, Florida 32347. The name and address of the resident agent of P & C OF PERRY, INC. is: L.B. Clark, Jr., 2286 South Byron Butler Parkway, Perry, Florida 32347.

SIXTH: The principal office of CLARK OIL COMPANY, INC, in Florida is 2286 South

Byron Butler Parkway, Perry, Florida 32347. The name and address of the resident agent of CLARK OIL COMPANY, INC. is: L.B. Clark, III, 3918 Highway 19 South, Perry, Florida 32347.

SEVENTH: All shareholders owning the 100 shares of stock in P & C OF PERRY, INC., a Florida corporation, that being:

L.B. Clark, Jr.	100 shares
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voted for the merger of the two corporations. All shareholders owning the 500 shares of stock in CLARK OIL COMPANY, INC., a Florida corporation, that being:

L. B. Clark, Jr.	288.85 shares
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L. B. Clark, III	211.15 shares
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voted for the merger of the two corporations.

EIGHTH: The terms and conditions of the transaction set forth in these Articles of Merger were advised, authorized and approved by each corporation which are parties to these Articles in the manner and by the vote required by each corporation's charter, by-laws, and the laws of the State of Florida.

The Board of Directors and Shareholders of P & C OF PERRY, INC. approved the merger pursuant to a Unanimous Written Consent by the Board of Directors dated May 1, 2000. Plan of merger was duly authorized by all actions required by the laws under which it was incorporated or organized and by its constituent documents.

The Board of Directors and Shareholders of CLARK OIL COMPANY, INC., approved the merger pursuant to a Written Consent by the Board of Directors dated May 1, 2000, and a Written Consent by the Shareholders dated May 1, 2000. The approval of the plan of merger was duly authorized by all actions required by the laws under which it

was incorporated or organized and by its constituent documents.

NINTH: P & C OF PERRY, INC. is authorized to issue 100 shares of common stock having no par value. CLARK OIL COMPANY, INC. is authorized to issue 500 shares of common stock having a par value of \$1.00 per share.

The aggregate par value of all the shares of common stock of both P & C OF PERRY, INC., a Florida corporation, and CLARK OIL COMPANY, INC., a Florida corporation, is \$500.00.

TENTH: The issued shares of P & C OF PERRY, INC. shall be canceled and the issued shares of CLARK OIL COMPANY, INC. shall represent the shares of the surviving corporation.

DATED: June 16, 2000.

(SEAL)

Attest: _____

Secretary

P & C OF PERRY, INC.

By _____

President

(SEAL)

Attest: _____

Secretary

CLARK OIL COMPANY, INC.

By _____

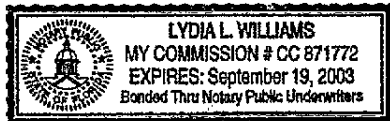
President

STATE OF FLORIDA)
COUNTY OF TAYLOR)

I HEREBY CERTIFY that on this 16th day of June, 2000, before me, an officer duly qualified to take acknowledgments and administer oaths in the State and County aforesaid, personally appeared L. B. CLARK, JR. as President of P & C OF PERRY, INC., a Florida corporation, and L. B. CLARK, JR. as President of CLARK OIL COMPANY, INC., a Florida Corporation, and he acknowledged before me that he executed the above and foregoing Articles and Plan of Merger, as such officers for and on behalf of such corporations after having been duly authorized to do so.

NOTARY:

(Seal)



Lydia L. Williams
Signature of Notary
[x] personally known to me
[] produced _____
as identification.

F:\USER\CHARLIE\CORPORAT\MERGER\CLARKOIL\ARTICLES\MER