

608121



ACCOUNT NO. : 072100000032

REFERENCE : 045711 4307842

AUTHORIZATION : *Patricia Pyjunt*

COST LIMIT : \$ 78.75

ORDER DATE : November 30, 1998

ORDER TIME : 10:32 AM

ORDER NO. : 045711-005

CUSTOMER NO: 4307842

CUSTOMER: Ms. Haley Watkins
Martin Ade Birchfield &
One Independent Dr., Ste 3000
Post Office Box 59
Jacksonville, FL 32201

100002697331--2

ARTICLES OF MERGER

PUMPING PROPERTIES, INC.

INTO

ONE-STOP OIL COMPANY

FILED
98 NOV 30 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY
_____ PLAIN STAMPED COPY

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS: _____

RECEIVED
90 NOV 30 AM 11:28
DIVISION OF CORPORATION

See 12/3



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 1, 1998

CSC
JANNA WILSON
TALLAHASSEE, FL

SUBJECT: ONE-STOP OIL COMPANY
Ref. Number: 608121

RESUBMIT

Please give original
submission date as file date.

We have received your document for ONE-STOP OIL COMPANY and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

The name of the person signing the document must be typed or printed beneath or opposite the signature.

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) 487-6908.

Teresa Brown
Corporate Specialist

Letter Number: 098A00056857

RECEIVED
98 DEC -2 PM 2:41
DIVISION OF CORPORATION

ARTICLES OF MERGER
Merger Sheet

MERGING:

PUMPING PROPERTIES, INC., a Florida corporation, H71879

INTO

ONE-STOP OIL COMPANY, a Florida corporation, 608121

File date: November 30, 1998

Corporate Specialist: Teresa Brown

Account number: 072100000032

Account charged: 78.75

ARTICLES AND PLAN OF MERGER OF
PUMPING PROPERTIES, INC.
WITH AND INTO
ONE-STOP OIL COMPANY

FILED
98 NOV 30 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pumping Properties, Inc., a Florida corporation, and One-Stop Oil Company, a Florida corporation (collectively the "Constituent Corporations"), enter into and hereby adopt the following Articles and Plan of Merger for the purpose of merging Pumping Properties, Inc., with and into One-Stop Oil Company

ARTICLE I.

CONSTITUENT CORPORATIONS

The name and state of incorporation of each of the Constituent Corporations are:

- (a) Pumping Properties, Inc., a Florida corporation; and
- (b) One-Stop Oil Company, a Florida corporation.

ARTICLE II.

APPROVAL OF PLAN OF MERGER

The Plan of Merger set forth in Article III hereof was duly adopted and approved by the sole member of the Board of Directors and sole Shareholder of the Constituent Corporations as follows:

- (a) By written consent of the sole member of the Board of Directors and sole shareholder of One-Stop Oil Company, dated as of November 25, 1998; and
- (b) By written consent of the sole member of the Board of Directors and sole shareholder of Pumping Properties, Inc., dated as of November 25, 1998.

ARTICLE III.

PLAN OF MERGER

3.1 At and as of the Effective Date (as defined in Section 3.6, below), Pumping Properties, Inc. shall merge with and into One-Stop Oil Company (the "Surviving Corporation"), whose name shall continue to be One-Stop Oil Company

3.2 The manner and basis of converting the shares of each of the Constituent Corporations are as follows:

a) At and as of the Effective Date, each authorized and outstanding share of common stock of Pumping Properties, Inc., by virtue of the Merger and without any action on the part of the holder thereof, shall be automatically converted into one share of fully paid and non-assessable common stock of the Surviving Corporation, and each authorized and outstanding share of common stock of One-Stop Oil Company shall remain outstanding.

b) At and as of the Effective Date, each authorized but unissued share of common stock of Pumping Properties, Inc., if any, shall be canceled and extinguished by virtue of the Merger and no merger consideration shall be issued with respect thereto.

3.3 At and as of the Effective Date, the separate existence of Pumping Properties, Inc. shall cease, and all of the property, rights, privileges, contracts and franchises for the corporation of whatsoever nature and description, shall be transferred to, vest in and devolve upon the Surviving Corporation without further act or deed.

3.4 At and as of the Effective Date, the Surviving Corporation shall assume and shall be responsible for the liabilities and obligations of Pumping Properties, Inc.

3.5 At and as of the Effective Date, the Articles of Incorporation of the Surviving Corporation shall remain in effect and will not be amended.

3.6 The merger of Pumping Properties, Inc., with and into the Surviving Corporation, shall be effective as of the close of business on November 30, 1998 (the "Effective Date").

IN WITNESS WHEREOF, the undersigned officers of Pumping Properties, Inc., and One-Stop Oil Company, respectively, have executed these Articles and Plan of Merger pursuant to the authority duly vested in them by the sole member of the Board of Directors and sole Shareholder of each corporation.

ONE-STOP OIL COMPANY,
a Florida corporation

By: AS Rogers
Its: President, Director
Arnold S. Rogers, President/Director

PUMPING PROPERTIES, INC.,
a Florida corporation

By: AS Rogers
Its: President, Director
Arnold S. Rogers, President/Director