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(Business Entity Name)

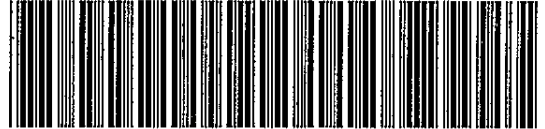
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12-31-05 --01029--004 **70.00

EFFECTIVE DATE

12-31-05

FILED

05 DEC 29 PM 4:23

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

amc

LAW OFFICES
BLACKBURN & COMPANY, L.C.

5150 BELFORT ROAD, SOUTH
BUILDING 500
JACKSONVILLE, FLORIDA 32256

DENNIS L. BLACKBURN
RACHEL K. BLACKBURN

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December 28, 2005

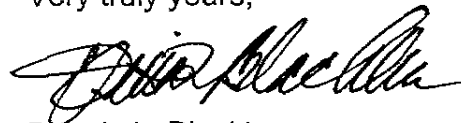
Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Dear Sirs:

Please find enclosed for filing an original and one copy of the Articles of Merger of Lake Oil Corporation with and into Clay Oil Corporation effective December 31, 2005. Please return a file stamped copy of the Articles in the enclosed pre-addressed envelope. Our check for \$70 is enclosed in payment of the filing fee for the Articles of Merger.

In the event you have any questions regarding this filing, please do not hesitate to contact me.

Very truly yours,



Dennis L. Blackburn

DLB:rd

Enclosures

c: Mr. George H. Ashby, Jr. (w/o enclosures)

VIA FEDERAL EXPRESS

**ARTICLES OF MERGER
OF
CLAY OIL CORPORATION
AND
LAKE OIL CORPORATION**

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to §607.1105, F.S.

FILED
05 DEC 29 PM 4:23
CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I – SURVIVING CORPORATION

The name of the surviving corporation is CLAY OIL CORPORATION, which was formed under the laws of and is subject to the jurisdiction of Florida.

ARTICLE II – MERGING CORPORATION

The name of the merging corporation is LAKE OIL CORPORATION which was formed under the laws of and is subject to the jurisdiction of Florida.

ARTICLE III – PLAN OF MERGER

The Plan of Merger is attached.

EFFECTIVE DATE
12-31-05

ARTICLE IV – EFFECTIVE DATE

The merger shall become effective on December 31, 2005.

**ARTICLE V- ADOPTION OF MERGER BY
SURVIVING CORPORATION**

The Plan of Merger was adopted by the sole director of the surviving corporation on December 27, 2005

**ARTICLE VI – ADOPTION OF MERGER BY
MERGING CORPORATION**

The Plan of Merger was adopted by the shareholders of the merging corporations on December 27, 2005.

CLAY OIL CORPORATION
a Florida corporation

LAKE OIL CORPORATION,
a Florida corporation

By: _____

George H. Ashby, Jr., President

By: _____

George H. Ashby, Jr., President

**PLAN OF MERGER FOR
CLAY OIL CORPORATION
AND LAKE OIL CORPORATION**

The following plan of merger is submitted in compliance with §607.1105, F.S.

ARTICLE I – SURVIVING CORPORATION

The name of the surviving corporation is CLAY OIL CORPORATION, which was formed under the laws of and is subject to the jurisdiction of Florida.

ARTICLE II – MERGING CORPORATION

The name of the merging corporations is LAKE OIL CORPORATION, which was formed under the laws of and is subject to the jurisdiction of Florida.

ARTICLE III – TERMS OF MERGER

The merger shall be effective as of December 31, 2005 (the "Effective Time"). At the Effective Time, LAKE OIL CORPORATION ("Lake Oil") shall be merged with and into CLAY OIL CORPORATION ("Clay Oil") with Clay Oil being the surviving corporation. The separate corporate existence of Lake Oil shall cease at the Effective Time, and all assets, liabilities, rights, privileges and franchises of Lake Oil shall inure to Clay Oil. The Bylaws of Clay Oil in effect immediately prior to the merger shall become the Bylaws of the surviving company following the merger.

ARTICLE IV – CONVERSION OF SHARES

At the Effective Time, the shares shall be converted as follows:

- (a) Each share of Clay Oil common stock issued and outstanding at the Effective Time shall remain outstanding.

(b) All shares of Lake Oil common stock (excluding treasury shares) issued and outstanding at the Effective Time shall cease to be outstanding.

Executed this 27 day of December, 2005.

CLAY OIL CORPORATION
a Florida corporation

By: 
George H. Ashby, Jr., President

LAKE OIL CORPORATION,
a Florida corporation

By: 
George H. Ashby, Jr., President