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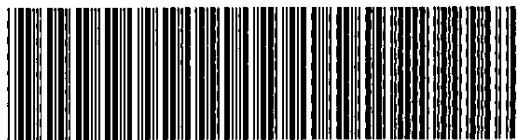
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11 JUL - 6 PM 1:26

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

Merger
@ 7/7/11

LAW OFFICES
BLACKBURN & COMPANY, L.C.

5150 BELFORT ROAD, SOUTH
BUILDING 500
JACKSONVILLE, FLORIDA 32256

DENNIS L. BLACKBURN
dlb@blackburnco.org

ROBERT L. JONES III
rjones@blackburnco.org

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June 30, 2011

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

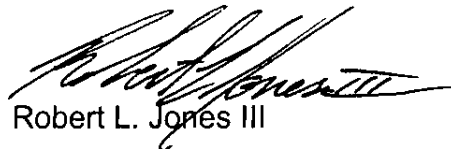
Re: Pipeline Food Stores, Inc. / Clay Oil Corporation

Dear Sir or Madam:

Enclosed for filing are the original and one copy of the Articles of Merger of Pipeline Food Stores, Inc. and Clay Oil Corporation. Also enclosed is our check in the amount of \$70.00 in payment of the filing fee.

Please return a file stamped copy of the Articles of Merger to us at the address indicated above. If you have any questions concerning this filing, please contact me.

Very truly yours,



Robert L. Jones III

RLJ:rd
Enclosures
c: Mr. Keith Patterson (w/o enclosure)

ARTICLES OF MERGER
OF
PIPELINE FOOD STORES, INC.
AND
CLAY OIL CORPORATION

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
11 JUL - 6 PM 1:26

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to §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 corporation is PIPELINE FOOD STORES, INC. 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.

ARTICLE IV - EFFECTIVE DATE

The merger shall become effective on the date of filing of these Articles of Merger with the Florida Secretary of State.

ARTICLE V- ADOPTION OF MERGER BY
SURVIVING CORPORATION

The Plan of Merger was adopted by the shareholders and directors of the surviving corporation on May 25, 2011.


ARTICLE VI - ADOPTION OF MERGER BY
MERGING CORPORATION

The Plan of Merger was adopted by the shareholders and directors of the merging corporation on May 25, 2011.

PIPELINE FOOD STORES, INC.,
a Florida corporation

By: 
Keith W. Patterson, President

CLAY OIL CORPORATION,
a Florida corporation

By: 
Keith W. Patterson, President

**PLAN OF MERGER FOR
PIPELINE FOOD STORES, INC.
AND CLAY 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 corporation is PIPELINE FOOD STORES, INC., 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 the date of filing the Articles of Merger with the Florida Secretary of State (the "Effective Time"). At the Effective Time, CLAY OIL CORPORATION ("CLAY") shall be merged with PIPELINE FOOD STORES, INC. ("PFS"), with CLAY being the surviving corporation. The separate corporate existence of PFS shall cease at the Effective Time, and all assets, liabilities, rights, privileges and franchises of PFS shall inure to CLAY. The Bylaws of CLAY 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 common stock issued and outstanding at the Effective Time shall remain outstanding.

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

Executed this 25 day of May, 2011.

PIPELINE FOOD STORES, INC.,
a Florida corporation

By: 
Keith W. Patterson, President

CLAY OIL CORPORATION,
a Florida corporation

By: 
Keith W. Patterson, President