

F9500000/626
TRANSMITTAL LETTER
04-15-95

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR -4 PM 2:52

SUBJECT: EMPIRE ENERGY CORPORATION
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

SUSAN DUNCAN
(Name of Person)

EMPIRE ENERGY CORPORATION
(Firm/Company)

P.O. Box 7000
(Address)

LEBANON, MO 65536
(City, State and Zip Code)

000001446940
-04/04/95--01044--007
*****70.00 *****70.00

Should you need to call someone concerning this matter, please call:

SUSAN DUNCAN at (417) 532-3101
(Name of Person) Area Code & Daytime Telephone Number

COURIER ADDRESS:
Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Qualification/Tax Lien Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:**

1. EMPIRE ENERGY CORPORATION

(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. TENNESSEE

(State or country under the law of which it is incorporated)

3. 43-11683421

(FEI number, if applicable)

4. 2-14-94

(Date of Incorporation)

5. PERPETUAL

(Duration: Year corp. will cease to exist or "perpetual")

6. 1-1-95

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.))

7. P.O. BOX 7000

LEBANON MO 65536

(Current mailing address)

8. WHOLESALE LP GAS SALES

(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: CT CORPORATION SYSTEM

Office Address: 1800 S. PINE ISLAND RD

PLANTATION, FL, Florida, 33324
(Zip Code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Tanya M. Villar

(Registered agent's signature)

TANYA M. VILLAR
SPECIAL ASSISTANT SECRETARY

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR -4 PM 2:52

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: LARRY WEIS

Address: 1700 S. JEFFERSON

LEBANON MD 65536

Director: _____

Address: _____

B. OFFICERS

President: STEVE PLASTER

Address: 1700 S. JEFFERSON

LEBANON MD 65536

Vice President: KEVIN MORAN

Address: 1700 S. JEFFERSON

LEBANON MD 65536

Secretary: LYNN HOOVER

Address: 1700 S. JEFFERSON

LEBANON MD 65536

Treasurer: STEVE POLITE

Address: 1700 S. JEFFERSON

LEBANON MD 65536

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.

Kevin Moran
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14.

KEVIN MORAN, VICE PRESIDENT

(Typed or printed name and capacity of person signing application)

95 APR -4 PM 2:52

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

**Secretary of State
Corporations Section**

**James K. Polk Building, Suite 1800
Nashville, Tennessee 37243-0306**

ISSUANCE DATE: 03/14/1995
REQUEST NUMBER: 2973-1265
TELEPHONE CONTACT: (615) 741-6488

CHARTER/QUALIFICATION DATE: 02/14/1994
STATUS: ACTIVE
CORPORATE EXPIRATION DATE: PERPETUAL
CONTROL NUMBER: 0275712
JURISDICTION: TENNESSEE

TO:
EMPIRE ENERGY CORPORATION
ATTN: SUSAN DUNCAN
1700 S. JEFFERSON ST
LEBANON, MO 65536

REQUESTED BY:
EMPIRE ENERGY CORPORATION
ATTN: SUSAN DUNCAN
1700 S. JEFFERSON ST
LEBANON, MO 65536

CERTIFICATE OF EXISTENCE

I, RILEY C DARNELL, SECRETARY OF STATE OF THE STATE OF TENNESSEE DO HEREBY CERTIFY THAT
"EMPIRE ENERGY CORPORATION"

IS A CORPORATION DULY INCORPORATED UNDER THE LAW OF THIS STATE WITH DATE OF
INCORPORATION AND DURATION AS GIVEN ABOVE;
THAT ALL FEES, TAXES, AND PENALTIES OWED TO THIS STATE WHICH AFFECT THE
EXISTENCE OF THE CORPORATION HAVE BEEN PAID;
THAT THE MOST RECENT CORPORATION ANNUAL REPORT REQUIRED HAS BEEN FILED
WITH THIS OFFICE; AND
THAT ARTICLES OF DISSOLUTION HAVE NOT BEEN FILED; AND
THAT ARTICLES OF TERMINATION OF CORPORATE EXISTENCE HAVE NOT BEEN FILED

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR -4 PM 2:52

FOR: REQUEST FOR CERTIFICATE

ON DATE: 03/14/95

FROM:
EMPIRE ENERGY CORPORATION
PO BOX 7000
LEBANON, MO 65536-0000

RECEIVED: FEES \$10.00 \$10.00
TOTAL PAYMENT RECEIVED: \$20.00

RECEIPT NUMBER: 00001769029
ACCOUNT NUMBER: 00212158



Riley C Darnell

**RILEY C. DARNELL
SECRETARY OF STATE**

F95000001626

**ARTICLES OF MERGER
Merger Sheet**

.....
MERGING:

**EMPIREGAS INC. OF FLORIDA, a Florida corporation, document number
392022**

**EMPIREGAS INC. OF DAYTONA, a Florida corporation, document number
P95000056556**

**EMPIREGAS INC. OF GAINESVILLE, a Florida corporation, document number
P95000056554**

**EMPIREGAS INC. OF JACKSONVILLE, a Florida corporation, document number
P95000056552**

**EMPIREGAS INC. OF LAKELAND, a Florida corporation, document number
P95000056549**

**EMPIREGAS INC. OF OCALA, a Florida corporation, document number
P95000056548**

**EMPIREGAS INC. OF OLDSMAR, a Florida corporation, document number
P95000056546**

INTO

**EMPIRE ENERGY CORPORATION-TN., a Tennessee corporation,
F95000001626**

File date: December 11, 1996

Document Number Only

F95000001626

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

Empiregas Inc. of Florida

Empiregas Inc. of Daytona

Empiregas Inc. of Gainesville

Empiregas Inc. of Jacksonville

Empiregas Inc. of Lakeland

Empiregas Inc. of Ocala

Empiregas Inc. of Oldemar

merging into

Empire Energy Corporation

☐ Profit

☐ NonProfit

☐ Limited Liability Co.

☐ Foreign

☐ Limited Partnership

☐ Reinstatement

☐ Amendment

☐ Dissolution/Withdrawal

☐ Annual Report

☐ Reservation

☐ Photo Copies

☐ Call if Problem

☐ Merger

☐ Mark

☐ Other ucc Filing

☐ Change of R.A.

☐ Fic. Name

☐ CUS

☐ After 4:30

☐ Pick Up

☐ Call When Ready

☒ Walk In

☐ Mail Out

Name
Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

PLEASE RETURN EXTRA COPIES
FILE STAMPED

12-11

Merge
all
12-11

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****490.00 ****490.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 DEC 11 PM 1:49

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**ARTICLES OF MERGER
OF
EMPIREGAS INC. OF FLORIDA
EMPIREGAS INC. OF DAYTONA
EMPIREGAS INC. OF GAINESVILLE
EMPIREGAS INC. OF JACKSONVILLE
EMPIREGAS INC. OF LAKE LAND
EMPIREGAS INC. OF OCALA
AND
EMPIREGAS INC. OF OLDSMAR
INTO
EMPIRE ENERGY CORPORATION**

FILED
DEC 11 11 PM 1:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1104 of the Florida Business Corporation Act, the undersigned corporations adopt the following Articles of merger:

FIRST: Empire Energy Corporation is a corporation organized under the laws of the State of Tennessee owning at least 80 percent of the shares of Empiregas Inc. of Florida, Empiregas Inc. of Daytona, Empiregas Inc. of Gainesville, Empiregas Inc. of Jacksonville, Empiregas Inc. of Lakeland, Empiregas Inc. of Ocala and Empiregas Inc. of Oldsmar, corporations organized under the laws of the State of Florida (the "subsidiaries").

SECOND: The attached plan of merger was adopted by the board of directors of Empire Energy Corporation.

THIRD: The pro rata issuance of shares of the subsidiaries to the holders of the shares of the parent corporation upon surrender of any certificates therefor is provided for as follows:

The shares of the subsidiaries shall be cancelled.

FOURTH: Shareholders of the subsidiaries who, except for the applicability of this section, would be entitled to vote and who dissent from the merger pursuant to Section 607.1320 of the Florida Business Corporation Act, may be entitled, if they comply with the provisions of this Act regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

FIFTH: The effective date of the merger is upon filing.

Signed as of this 4th day of December, 1996.

EMPIRE ENERGY CORPORATION

By: _____

Rogene A. Thaden
Rogene A. Thaden, Vice President
Name and Title

EMPIREGAS INC. OF FLORIDA

By: Robert Woodridge
Pres Robert Woodridge
Name and Title

EMPIREGAS INC. OF DAYTONA

By: Robert Woodridge
Pres Robert Woodridge
Name and Title

EMPIREGAS INC. OF GAINESVILLE

By: Robert Woodridge
Pres Robert Woodridge
Name and Title

EMPIREGAS INC. OF JACKSONVILLE

By: Robert Woodridge
Pres Robert Woodridge
Name and Title

EMPIREGAS INC. OF LAKELAND

By: Robert Woodridge
Pres Robert Woodridge
Name and Title

EMPIREGAS INC. OF OCALA

By: Robert Woodbridge
Pres Robert Woodbridge
Name and Title

EMPIREGAS INC. OF OLDSMAR

By: Robert Woodbridge
Pres Robert Woodbridge
Name and Title

CH12:90332.1 11.27.96 17.35

EXHIBIT A

PLAN OF MERGER (FLORIDA)

THIS PLAN OF MERGER ("Plan") is dated as of the 2nd day of December, 1996, pursuant to the Tennessee General Corporation Law, as amended, and the Florida Business Corporation Act, between Empire Energy Corporation, a Tennessee corporation (hereinafter sometimes referred to as "Empire" or the "Surviving Corporation"), and the Florida corporations set forth on Exhibit B attached hereto (the "Merged Corporations"). Empire Energy Corporation and the Merged Corporations are sometimes referred to as the "Constituent Corporations."

WITNESSETH:

WHEREAS, the Merged Corporations are corporations duly organized and existing under the laws of the State of Florida; and

WHEREAS, Empire is a corporation duly organized and existing under the laws of the State of Tennessee; and

WHEREAS, the total number of shares of stock which each of the Merged Corporations have authority to issue is Thirty Thousand (30,000) shares of common stock, no par value, of which Thirty Thousand (30,000) shares are issued and outstanding and owned by Empire; and

WHEREAS, the total number of shares which Empire has authority to issue is 879,346 shares of common stock, \$.001 par value, of which One Thousand (1,000) shares are issued and outstanding; and

WHEREAS, the Board of Directors of the Surviving Corporation has determined that it is advisable that the Merged Corporations be merged with and into Empire and have approved such Merger on the terms and subject to the conditions hereinafter set forth in accordance with the applicable provisions of the laws of the State of Tennessee and the State of Florida permitting such Merger;

NOW, THEREFORE, in consideration of the foregoing and of the agreements, covenants and provisions hereinafter set forth, the Merged Corporations and Empire have agreed and do hereby agree as follows:

ARTICLE I

In accordance with the applicable provisions of the laws of the State of Tennessee and the State of Florida, the Merged Corporations shall be merged with and into Empire which shall be the Surviving Corporation (such merger being hereinafter sometimes called the "Merger"), and as the Surviving Corporation it shall continue to be governed by the laws of the State of Tennessee.

ARTICLE II

The Merger shall become effective as of December 11, 1996 pursuant to the applicable laws of the States of Tennessee and Florida (such time being hereinafter referred to as the "Effective Date of the Merger"):

(a) The Constituent Corporations shall be merged into a single corporation which shall be Empire as the Surviving Corporation, and the separate existence of the Merged Corporations shall cease except to the extent provided by the laws of the State of Florida in the case of a corporation after its merger into another corporation.

(b) Empire shall succeed to all of the rights, privileges, powers and property, including without limitation, all rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description, of the Constituent Corporations. Empire shall succeed to all debts, liabilities and obligations of the Constituent Corporations, and any claim existing or action or proceeding pending against, and all rights of creditors in respect of, and all liens upon any property of the Constituent Corporations shall be preserved unimpaired and may be enforced against the Surviving Corporation as if incurred or contracted by it.

(c) All corporate acts, plans, policies agreements, arrangements, approvals and authorizations of the Merged Corporations, their shareholder, Board of Directors and committees thereof, officers and agents, which were valid and effective immediately prior to the Effective Date of the Merger shall be taken for all purposes as the acts, plans, policies, agreements, arrangements, approvals and authorizations of the Surviving Corporation and shall be as effective and binding thereon as the same were with respect to the Merged Corporations. The employees and agents of the Merged Corporations shall become the employees and agents of the Surviving Corporation and continue to be entitled to the same rights and benefits which they enjoyed as employees and agents of the Merged Corporations.

(d) The Certificate of Incorporation of Empire as now in force and effect shall be and constitute the Certificate of Incorporation of the Surviving Corporation.

(e) The By-Laws of Empire as in effect on the Effective Date of the Merger shall be and constitute the By-Laws of the Surviving Corporation until the same shall be amended or changed in accordance with Tennessee law.

(f) The directors and officers of Empire on the Effective Date of the Merger shall be and constitute the directors and officers of the Surviving Corporation until the next annual meeting of the stockholders of the Surviving Corporation, with respect to directors, and until their respective successors shall have been elected and shall have qualified, or until their earlier resignation, removal or replacement.

ARTICLE III

The manner and basis of converting the outstanding shares of the Constituent Corporations into shares of the Surviving Corporation shall be as of the Effective Date, by virtue of the Merger and without any further action on the part of the Constituent Corporations or their stockholders, shares of common stock of the Merged Corporations outstanding immediately prior to the Effective Date of the Merger shall be canceled and retired, and all rights in respect thereof shall cease.

ARTICLE IV

The Surviving Corporation may be served with process in the State of Florida in any proceeding for enforcement of any obligation of the Merged Corporations as well as for enforcement of any obligation of the Surviving Corporation arising from the merger. The address to which a copy of such process shall be mailed by the said Secretary of State is Empire Energy Corporation, 1700 S. Jefferson St., Lebanon, MO 65536, until the Surviving Corporation shall have hereafter designated in writing to the said Secretary of State a different address for such purpose. Service of such process may be made by personally delivering to and leaving with the said Secretary of State duplicate copies of such process, one of which copies the said Secretary of State shall forthwith send by registered mail to the Surviving Corporation at the above address.

ARTICLE V

If at any time the Surviving Corporation shall consider or be advised that any further assignment or assurance in law is necessary or desirable to vest in the Surviving Corporation the title to any property or rights of the Merged Corporations, the officers and directors of the Surviving Corporation shall, and will, execute and make all such proper assignments and assurances in law and do all things necessary or appropriate to vest such property or rights in the Surviving Corporation and otherwise to carry out the purposes of this Agreement; and such officers and directors are fully authorized in the name of the Merged Corporations, or otherwise, to take any and all such action.

CH12:98553.1 12.01.96 17.29

EXHIBIT B

Corporation

Jurisdiction

Empiregas Inc. of Daytona
Empiregas Inc. of Gainesville
Empiregas Inc. of Jacksonville
Empiregas Inc. of Lakeland
Empiregas Inc. of Ocala
Empiregas Inc. of Oldsmar

Florida
Florida
Florida
Florida
Florida
Florida

CH2294018-1 December 1, 1998

Document Number Only

F95000001626

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

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-04/15/97--01001--018
*****35.00 *****35.00

CORPORATION(S) NAME

RECEIVED

97 APR 14 PM 3:50
DIVISION OF CORPORATE

Cempure Energy Corp.

- | | | |
|--|--|---|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | | |
| <input type="checkbox"/> Limited Liability Co. | <input checked="" type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of R.A. |
| | | <input type="checkbox"/> Fictitious Name Filing |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

Name Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

4/14/97

4/15

Withdrawal

97 APR 14 PM 3:50
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL OF AUTHORITY
TO TRANSACT BUSINESS OR CONDUCT AFFAIRS IN FLORIDA**

Empire Energy Corporation
(Name of Corporation)

Tennessee
(Incorporated Under Laws Of)

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

1700 S. Jefferson Street
(Mailing Address)

Lebanon, MO 65536
(City - State - Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.

R J Goede
Signature

March 24, 1997
Date

Ronald J. Goede
Typed or printed name

Executive Vice President/Chief Financial Officer
Title