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**ARTICLES OF MERGER
OF
NASSAU DISTRIBUTION COMPANY
INTO
FLORIDA PETROLEUM CORPORATION**

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Pursuant to the provisions of Sections 607.1104 and 607.1105, Florida Statutes, the undersigned corporations adopt the following Articles of Merger for the purpose of merging **NASSAU DISTRIBUTION COMPANY**, a Florida corporation, into **FLORIDA PETROLEUM CORPORATION**, a Florida corporation and the owner of all of the outstanding shares of stock of **NASSAU DISTRIBUTION COMPANY**, with **FLORIDA PETROLEUM CORPORATION** to be the surviving entity.

1. Attached hereto as Exhibit A and incorporated herein by reference as fully as if set forth herein verbatim is a copy of the Plan of Merger (the "Plan of Merger") to effect the merger of **NASSAU DISTRIBUTION COMPANY** into **FLORIDA PETROLEUM CORPORATION**. **FLORIDA PETROLEUM CORPORATION** shall be the surviving corporation.

2. The effective date of this merger shall be the date upon which these Articles of Merger are filed with the Florida Secretary of State.

3. The Plan of Merger was not required to be adopted by the shareholders of **FLORIDA PETROLEUM CORPORATION** or the shareholders of **NASSAU DISTRIBUTION COMPANY**.

4. The Plan of Merger was adopted by the directors of **FLORIDA PETROLEUM CORPORATION** by written action on August 9, 2007.

5. The Plan of Merger referred to in Paragraph 1 above was adopted by the directors of **NASSAU DISTRIBUTION COMPANY** by written action on August 9, 2007.

IN WITNESS WHEREOF, **FLORIDA PETROLEUM CORPORATION** and **NASSAU DISTRIBUTION COMPANY** have caused these Articles of Merger to be signed in their corporate names effective as of the 10th day of August, 2007.

FLORIDA PETROLEUM CORPORATION

**NASSAU DISTRIBUTION
COMPANY**

By: 

Y.E. Hall, Jr.
President

By: 

Y.E. Hall, Jr.
President

Aug. 10. 2007 11:45AM

No. 0870 P. 3

H07000202190

EXHIBIT A
PLAN OF MERGER

See attached.

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PLAN OF MERGER

This Plan of Merger is entered into as of the 9th day of August, 2007, pursuant to Sections 607.1104, et seq., Florida Statutes, by and between NASSAU DISTRIBUTION COMPANY, a Florida corporation ("NASSAU"), and FLORIDA PETROLEUM CORPORATION, a Florida corporation ("FPC").

BACKGROUND

(1) NASSAU is a Florida corporation. NASSAU has five hundred (500) shares of Class A (Voting) common stock issued and outstanding. All five hundred (500) shares of issued and outstanding Class A (Voting) common stock of NASSAU are owned by FPC, a Florida corporation, such that FPC is the sole shareholder of NASSAU.

(2) Economies of operation and savings in administrative expenses can be achieved by merging NASSAU with and into FPC, with FPC to be the surviving corporation.

MERGER PROVISIONS

In accordance with the provisions of this Plan of Merger and the Florida Business Corporation Act, at the Effective Time (as defined below), NASSAU shall be merged into FPC (the "Merger"), and the separate corporate existence of NASSAU shall cease and FPC (the "Surviving Corporation") shall continue its corporate existence as a Florida corporation pursuant to the laws of Florida (FPC and NASSAU are herein collectively referred to as the "Constituent Corporations").

1. The Merger shall become effective as of the date upon which Articles of Merger are filed with the Secretary of State of Florida (the "Effective Time").

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2. The Surviving Corporation shall possess and retain every interest in all assets and property of every description of each of the Constituent Corporations. The rights, privileges and immunities, powers, franchises and authority of a public as well as of a private nature of each of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed subject, however, to the limitations on the powers of FPC imposed by its Articles of Incorporation and Florida law. The title to and any interest in all real and personal property vested in any of the Constituent Corporations shall not revert or in any way be impaired by reason of the Merger.

3. All obligations belonging to or due to each of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed, and the Surviving Corporation shall be liable for all obligations of each of the Constituent Corporations existing as of the Effective Time.

4. The Articles of Incorporation of FPC in effect immediately prior to the Effective Time shall become the Articles of Incorporation of the Surviving Corporation.

5. At the Effective Time, by virtue of the Merger and without any action on the part of the parties or otherwise, each issued and outstanding share of stock of NASSAU shall be cancelled without payment of any consideration and without any conversion.

6. The shareholders of NASSAU who, except for the applicability of Section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger of NASSAU into FPC pursuant to Section 607.1320, Florida Statutes, may be entitled, if they comply with the provisions of the Florida Business Corporation Act, Chapter 607, Florida Statutes, regarding appraisal rights, to be paid the fair value of their shares. By

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the signing of the Certification set forth below, FPC, as the sole shareholder of NASSAU, hereby expressly waives all mailing and notification requirements with respect to such rights, waives any and all rights to dissent and be paid fair value for its shares, waives any mailing or notification requirements imposed by Section 607.1104, Florida Statutes, and waives any waiting period imposed by Section 607.1104, Florida Statutes, on the filing of Articles of Merger with the Florida Department of State.

7. This Plan of Merger may be abandoned without approval of the shareholder of NASSAU or the shareholders of FPC at any time prior to filing of the Articles of Merger. The procedure for abandoning the Plan of Merger shall be the adoption of a resolution to abandon the merger by the Board of Directors of FPC or NASSAU followed by written notice to the president of the other corporation party to the Merger.

Aug. 10. 2007 11:46AM

No. 0870 P. 7

H07000202190

CERTIFICATIONS

NASSAU DISTRIBUTION COMPANY hereby certifies that the foregoing Plan of Merger was adopted and approved by the Board of Directors of **NASSAU DISTRIBUTION COMPANY** effective as of the 9th day of August, 2007.

NASSAU DISTRIBUTION COMPANY

By: 

Y.E. Hall, Jr.
President

FLORIDA PETROLEUM CORPORATION hereby certifies that the foregoing Plan of Merger was adopted and approved by the Board of Directors of **FLORIDA PETROLEUM CORPORATION** effective as of the 9th day of August, 2007.

**FLORIDA PETROLEUM
CORPORATION**

By: 

Y.E. Hall, Jr.
President