

14:49

Electronic Filing Audit Record

06/20/00

Fax Audit Number: H00-000007439 has a current status of FILED

From: FIELDSTONE LESTER SHEAR & DENBERG

200 SOUTH BISCAYNE BLVD.

SUITE 2100

MIAMI

FL 33131-0000 US

Contact Name: CARY SANCHEZ EDGAR FELIU

Ph: (305)982-1555

Userid: I19990000180 Account: I19990000180 Sub-Account:

Document Type: EFIL18

Total Pages: 4

Corporate Name: TRIAD PETROLEUM, LLC

Certified Copy: 2

Certificate of Status:

Fax Phone Number: (305)982-1550

Request Date: 02/17/00

Time: 12:09:18

Delivery Method: F

Fax-Id: 700A00008587

Estimated Charge: \$105.00

Capital Contr: \$0.00

Amt Increase:

\$0.00

D/Reason:

User Year:

501(3)(C) STATUS:

Corp Status: A

Total Corps: 2

Use [Ctrl-K] to list available Function Keys

L000000001803

00 FEB 17 PM 3:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ARTICLES OF MERGER
Merger Sheet

MERGING:

TRIAD PETROLEUM, INC., A FLORIDA CORPORATION

INTO

TRIAD PETROLEUM, LLC, a Florida entity, L00000001803

File date: February 17, 2000, effective January 1, 2000

Corporate Specialist: Gretchen Harvey

02/15/2000 10:32 5613914618
FEB-14-00 MON 07:22 PM

FUELAMERICAIRCLE
FAX NO.

PAGE 07
P. 07/10

H0000000743973

ARTICLES OF MERGER

The following Articles of Merger are being submitted in accordance with Section 608.4382, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

	<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1.	Triad Petroleum, Inc. c/o Stearns Weaver et al 200 E. Broward Boulevard, Suite 1900 Fort Lauderdale, FL 33301	Florida	Corporation
2.	Triad Petroleum, LLC 1700 N. Dixie Highway, Suite 125 Boca Raton, FL 33432	Florida	Limited liability company

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

	<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1.	Triad Petroleum, LLC 1700 N. Dixie Highway, Suite 125 Boca Raton, FL 33432	Florida	Limited liability company

THIRD: The attached Plan of Merger meets the requirements of Sections 607.1108, 608.438 and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608 and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member, or person that as a result of the merger is now a general partner of the surviving entity pursuant to Section (s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

SIXTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

FILED
00 FEB 17 PM 3:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02/16/2000 10:32 5613914618

FUELAMERICAIRCLE
FAX NO.

PAGE 08
P. 08/10

FEB-14-00 MON 07:22 PM

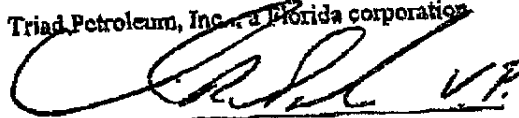
H00000007439 3

SEVENTH: The merger shall become effective as of March 1, 2000.

EIGHTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

NINTETH: Signatures for each Party to the Merger:

Triad Petroleum, Inc., a Florida corporation



By: Chris Salmonson, Vice-President

Triad Petroleum, LLC,
a Florida limited liability company



By: Chris Salmonson, Member

H00000007439 3

FILED

00 FEB 17 PM 3:29

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02/16/2000 10:32 5513914618

FUELAMERICAIRCLE
FAX NO.PAGE 09
P. 09/10

FEB-14-00 MON 07:22 PM

H00000007439-3

PLAN OF MERGER

The following Plan of Merger, which was adopted and approved by each party to the merger in accordance with Section(s) 607.1107, 617.1103, 608.4381, and/or 620.201, Florida Statutes.

FIRST: The exact name and jurisdiction of each merging party are as follows:

	<u>Name and Street Address</u>	<u>Jurisdiction</u>
1.	Triad Petroleum, Inc. c/o Stearns Weaver et al 200 E. Broward Boulevard, Suite 1900 Fort Lauderdale, FL 33301	Florida
2.	Triad Petroleum, LLC 1700 N. Dixie Highway, Suite 125 Boca Raton, FL 33432	Florida

SECOND: The exact name and jurisdiction of the surviving party are as follows:

	<u>Name and Street Address</u>	<u>Jurisdiction</u>
1.	Triad Petroleum, LLC 1700 N. Dixie Highway, Suite 125 Boca Raton, FL 33432	Florida

THIRD: The terms and conditions of the merger are as follows:

Triad Petroleum, Inc., a Florida corporation, shall be merged with and into Triad Petroleum, LLC, a Florida limited liability company. Triad Petroleum, LLC, a Florida limited liability company shall be the surviving entity. All activities and business purpose of Triad Petroleum, Inc. shall be continued in the name of Triad Petroleum, Inc.

FOURTH:

- A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

Each share of Triad Petroleum, Inc., stock shall be exchanged for one (1) share interest of Triad Petroleum, LLC.

FILED
00 FEB 17 PM 3:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02/16/2000 10:32 5613914618

FUELAMERICAIRCLE

PAGE 10

FEB-14-00 MON 07:23 PM

FAX NO.

P. 10/10

H00000007439 3

- B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

N/A

FIFTH: The surviving entity is a limited liability company, and is to be managed by one or more managers, the names and addresses of the manager(s) are as follows:

	<u>Name</u>	<u>Address</u>
1.	Chris Salmonson	1700 N. Dixie Highway, Suite 125 Boca Raton, FL 33432
2.	Robert L. Simmons	1700 N. Dixie Highway, Suite 103 Boca Raton, FL 33432

SIXTH: Other provisions, if any, relating to the merger:

N/A

H00000007439 3

FILED

00 FEB 17 PM 3:29

SECRETARY OF STATE
TALLAHASSEE, FLORIDA