

M67204

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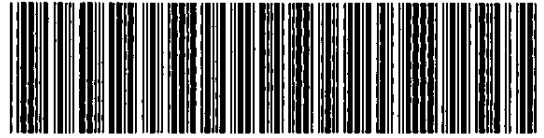
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FILED  
10 MAY -4 PM 12:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Roberts MAY 06 2010

MARTIN ERROL RICE, P.A.

ATTORNEY AT LAW

MAILING ADDRESS:  
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April 30, 2010

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

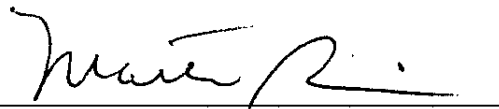
Federal Express

RE: Panther Petroleum, Inc. merger into The Myakka River  
Trading Company

To Whom It May Concern:

Enclosed find Articles of Merger with Plan of Merger attached,  
together with my check in the amount of \$70.00 to cover filing fee.

Very truly yours,



Martin Errol Rice, Esq.

MER/ms  
Encl.

ARTICLES OF MERGER  
OF FLORIDA CORPORATIONS

PANTHER PETROLEUM, INC.  
(Charter #P95000013874)

FILED  
10 MAY -4 PM 12:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

into


THE MYAKKA RIVER TRADING COMPANY  
(Charter #M67204)

Pursuant to the provisions of Sections 607.1101 et.seq. of the Florida General Corporation Act, the undersigned corporations, being validly and legally formed under the laws of the State of Florida, adopt the following Articles of Merger for the purpose of merging them into one of such corporation:

1. The attached Plan of Merger was adopted by the undersigned corporations in the manner prescribed by the Florida General Corporations Act.
2. The date of adoption of the Plan of Merger by the shareholders and directors of both corporations was the 31st day of December 2009.
3. The Plan of Merger will become effective as of the opening of business on the 1st day of January 2010.
4. The Plan of Merger calls for a conversion of issued shares that shall be affected as provided for in Section three of the attached Plan of Merger.
5. Pursuant to the Plan of Merger, the surviving corporation is The Myakka River Trading Company.

DATED this 29 day of December 2009.

PANTHER PETROLEUM, INC.

By:   
P.N. RISSER, III  
Its: President

Attest:   
Jacquelyn M. Cooper

THE MYAKKA RIVER TRADING COMPANY

By: *P.N. Risser*  
P.N. RISSER, III  
Its: President

Attest: *Jacqueline M. Cooper Leitch*

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 29<sup>th</sup> day of December, 2009, by P.N. Risser, III, as President of PANTHER PETROLEUM, INC., on behalf of the corporation. He is personally known to me or has produced N/A as identification and did take an oath.

*Karen S. Zachar*  
Notary Public, State of FL

My Commission Expires:



KAREN S. ZACHAR  
MY COMMISSION # DD 849027  
EXPIRES: January 9, 2013  
Bonded Thru Budget Notary Services

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 29<sup>th</sup> day of December 2009, by P.N. Risser, III as President of THE MYAKKA RIVER TRADING COMPANY on behalf of the corporation. He is personally known to me or has produced N/A as identification and did take an oath.

*Karen S. Zachar*  
Notary Public, State of FL

My Commission Expires:



KAREN S. ZACHAR  
MY COMMISSION # DD 849027  
EXPIRES: January 9, 2013  
Bonded Thru Budget Notary Services

## PLAN OF MERGER

Plan of Merger dated the 29th day of December, 2009, by and between PANTHER PETROLEUM, INC., a Florida corporation, hereinafter some times called "the absorbed corporation," and THE MYAKKA RIVER TRADING COMPANY, a Florida corporation, hereinafter sometimes called the surviving corporation.

### STIPULATIONS

A. Panther Petroleum, Inc. is a corporation organized and existing under the laws of the State of Florida with its principal place of business at 2865 Executive Drive, Clearwater, Pinellas County, Florida.

B. Panther Petroleum, Inc. has capitalization of One Hundred Thousand (100,000) authorized shares of One Dollar (\$1.00) par value common stock, of which 500 shares are issued and outstanding.

C. The Myakka River Trading Company is a corporation organized and existing under the laws of the State of Florida with its principal place of business at 2865 Executive Drive, Clearwater, Pinellas County, Florida.

D. The Myakka River Trading Company has capitalization of Ten Thousand (10,000) authorized shares of Ten Dollars (\$10.00) par value common stock, of which 3500 shares are issued and outstanding.

E. The boards of directors of the constituent corporations deem it desirable and in the best business interests of the corporations and their stockholders that Panther Petroleum, Inc. be merged into The Myakka River Trading Company, pursuant to the provisions of Sections 607.1101 et seq. of the Florida General Corporation Act in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1954, as amended.

In consideration of the mutual covenants, and subject to the terms and conditions hereinafter set forth, the constituent corporations agree as follows:

SECTION ONE. MERGER. Panther Petroleum, Inc., the disappearing corporation, shall merge with and into The Myakka River Trading Company, which shall be the surviving corporation.

SECTION TWO. TERMS AND CONDITIONS. On the effective date of the merger, the separate existence of the absorbed corporation shall cease, and the surviving corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the absorbed

corporation, without the necessity for any separate transfer. The surviving corporation shall thereafter be responsible and liable for all liabilities and obligations of the absorbed corporation, and neither the rights of creditors nor any liens on the property of the absorbed corporations shall be impaired by the merger.

SECTION THREE. CONVERSION OF SHARES. The manner and basis of converting the shares of the absorbed corporation into shares of the surviving corporation is as follows:

(a) Each share of the One Dollar (\$1.00) par value common stock of Panther Petroleum, Inc. issued and outstanding on the effective date of the merger shall be converted into (50) shares of the Ten (10.00) Dollars par value common stock of Myakka River Trading Company, which shares of common stock of the surviving corporation shall thereupon be issued and outstanding. However, in no event shall fractional shares of the surviving corporation be issued. In lieu of the issuance of fractional shares to which any holder of the common stock of the absorbed corporation would otherwise be entitled as a result of the conversion, a payment in cash shall be made equal to the value of such fraction, based on the market value of the common stock on the effective date of the merger.

(b) The conversion shall be effected as follows: After the effective date of the merger, each holder of certificates for shares of common stock in the absorbed corporation shall surrender them to the surviving corporation or its duly appointed agent, in such manner as the surviving corporation shall legally require. On receipt of such share certificates, the surviving corporation shall issue and exchange therefore certificates for shares of common stock in the surviving corporation, representing the number of shares of such stock to which such holder is entitled as provided above.

(c) Holders of certificates of common stock of the absorbed corporations shall not be entitled to dividends payable on shares of stock in the surviving corporation until certificates have been issued to such stockholders. Thereafter, each such stockholder shall be entitled to receive any dividends on shares of stock of the surviving corporation issuable to them hereunder which may have been declared and paid between the effective date of the merger and the issuance to such stockholder of the certificate for his shares in the surviving corporation.

SECTION FOUR. CHANGES IN ARTICLES OF INCORPORATION. The articles of incorporation of the surviving corporation The Myakka River Trading Company shall continue to be its articles of incorporation following the effective date of the merger.

SECTION FIVE. CHANGES IN BYLAWS. The bylaws of the surviving corporation The Myakka River Trading Company shall continue to be its bylaws following the effective date of the merger.

SECTION SIX. DIRECTORS AND OFFICERS. The directors and officers of the surviving corporation, The Myakka River Trading Company on the effective date of the merger shall continue as the directors and officers of the surviving corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

SECTION SEVEN. PROHIBITED TRANSACTIONS. Neither of the constituent corporations shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business.

SECTION EIGHT. APPROVAL BY STOCKHOLDERS. This plan of merger shall be submitted for the approval of the stockholders of the constituent corporations in the manner provided by the applicable laws of the State of Florida at meetings to be held on or before December 31, 2009 or at such other time as to which the boards of directors of the constituent corporations may agree.

SECTION NINE. EFFECTIVE DATE OF MERGER. The effective date of this merger shall be as of the opening of business on January 1, 2010.

SECTION TEN. ABANDONMENT OF MERGER. This plan of merger may be abandoned by action of the board of directors of either the surviving or the absorbed corporations at any time prior to the effective date on the happening of either of the following events:

(a) If the merger is not approved by the stockholders of either the surviving or the absorbed corporations; or

(b) If, in the judgment of the board of directors of either the surviving or the absorbed corporations, the merger would be impracticable because of the number of dissenting stockholders asserting appraisal rights under the laws of the State of Florida.

SECTION ELEVEN. SEPARATE EXISTENCE. Upon the merger becoming effective, the separate existence of the Disappearing Corporation shall cease, except as may be requisite for carrying out the purposes of the Agreement of Merger, or as continued by statute. All of the rights privileges, powers, franchises, property and assets of every kind and description shall be vested in and be held and enjoyed by the Surviving Corporation.

SECTION TWELVE. WARRANTIES AND COVENANTS OF ABSORBED CORPORATION AND SHAREHOLDERS OF ABSORBED CORPORATION. The absorbed corporation and the shareholders of said corporation jointly and severally warrant and covenant as follows:

(a) Each shareholder is the owner of record of the number of fully paid and nonassessable shares of common stock of Panther Petroleum, Inc.:

P.N. Risser, III

500

(b) As of this Agreement, Panther Petroleum, Inc. is authorized to issue five hundred (500) common shares of which 500 shares are issued and outstanding.

(c) Panther Petroleum, Inc. is duly incorporated and authorized to do business under the laws of the State of Florida.

(d) Panther Petroleum, Inc. has the power and authority to carry on its business as currently conducted, and holds, or is duly licensed under all licenses, permits and authorizations to carry on its business as currently conducted, free and clear of all liens, encumbrances and claims of any kind.

(e) The balance sheet and financial statement of Panther Petroleum, Inc. dated December 31, 2009, is fully accurate and reflects the financial condition of the corporation on the date set forth, and there has been no material change in same since.

(f) As of the date of this Agreement, Panther Petroleum, Inc. is not in default under any contract or agreement, or under the order or decree of any court or agency. There are no actions pending or threatened against Panther Petroleum, Inc., and neither the execution and delivery of this agreement nor the consummation of this merger will result in breach of, or accelerate the performance required by any contract or agreement to which Panther Petroleum, Inc., or any shareholder, is now a party.

(h) Panther Petroleum, Inc. has disclosed a complete list of all assets and liability of the corporation to the surviving corporation, and all assets are free and clear of liens or encumbrances.

(i) Panther Petroleum, Inc. and its shareholders agree to indemnify the surviving corporation and its shareholders as they existed prior to the merger, against any and all loss, damage, costs and expense that the surviving corporation or its shareholders which they may sustain as a result of any



inaccurate representation or breach of warranty or covenant made by Panther Petroleum, Inc. or its shareholders herein.

IN WITNESS HEREOF, the Corporations have caused their respective corporate names to be signed hereby by their respective Presidents and Secretaries, thereunto duly authorized by the respective Boards of Directors and Shareholders of each corporation.

PANTHER PETROLEUM, INC.

Karen S. Zacher

BY: P.N. Risser III  
P.N. Risser, III, President

Karen S. Zacher  
As to Disappearing Corp.

Attest: Jacquelyn M. Copperwheat  
JACQUELYN M. COPPERWHEAT

(Corporate Seal)

THE MYAKKA RIVER TRADING COMPANY

Karen S. Zacher

BY: P.N. Risser III  
P.N. Risser, III, President

Karen S. Zacher  
As to Surviving Corp.

Attest: Jacquelyn M. Copperwheat  
JACQUELYN M. COPPERWHEAT

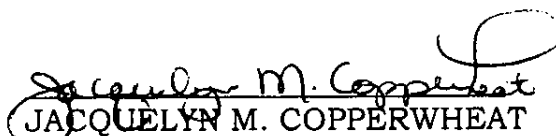
(Corporate Seal)

CERTIFICATE

The undersigned, as Secretary (or Assistant Secretary) and the President (or Chairman of Board or Vice President) of PANTHER PETROELUM, INC., a Florida corporation do hereby certify that the Agreement of Merger to which this Certificate is attached, was adopted by the Stockholders and Directors of said corporation (a) by unanimous written consent of all the Stockholders and Directors of said corporation on the 31st day of December 2009, pursuant to the laws of the State of Florida, or (b) at a special meeting of the Stockholders and Directors of said corporation called separately for the purpose of adopting a plan of merger which was held after due notice on the 31st day of December 2009, at which a quorum of Stockholders and Directors were present thereat, and that at

said meeting the adoption and execution of such Agreement of Merger was affirmatively voted upon by the requisite number of Stockholders and Directors entitled to vote at such meeting, and that the Agreement of Merger was subsequently executed by the President and Secretary of each of the Constituent Corporations named in the Agreement of Merger pursuant to the authority granted to them for each purpose.

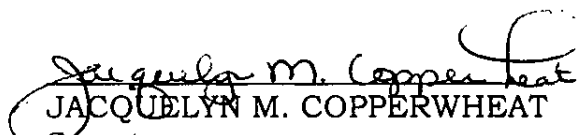
WITNESS our hands and seals this 29 day of December 2009.

  
JACQUELYN M. COPPERWHEAT  
Secretary

CERTIFICATE

The undersigned, as Secretary (or Assistant Secretary) and the President (or Chairman of Board or Vice President) of that the Agreement of Merger to which this Certificate is attached, was adopted by the Stockholders and Directors of said corporation (a) by unanimous written consent of all the Stockholders and Directors of said corporation on the 31st day of December 2009, pursuant to the laws of the State of Florida, or (b) at a special meeting of the Stockholders and Directors of said corporation called separately for the purpose of adopting a plan of merger which was held after due notice on the 31st day of December 2009, at which a quorum of Stockholders and Directors were present thereat, and that at said meeting the adoption and execution of such Agreement of Merger was affirmatively voted upon by the requisite number of Stockholders and Directors entitled to vote at such meeting, and that the Agreement of Merger was subsequently executed by the President and Secretary of each of the Constituent Corporations named in the Agreement of Merger pursuant to the authority granted to them for each purpose.

WITNESS our hands and seals this 29 day of December 2009.

  
JACQUELYN M. COPPERWHEAT  
Secretary