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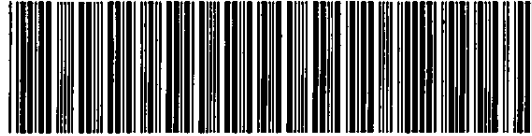
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07 JUL 12 AM 10:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

merger  
sf

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Simulated Environment Concepts, Inc.  
(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Joe Emas  
(Contact Person)

Attorney at Law  
(Firm/Company)

1224 Washington Avenue  
(Address)

Miami Beach, Florida  
(City/State and Zip Code)

For further information concerning this matter, please call:

Joe Emas At ( 305 ) 531-1174  
(Name of Contact Person) (Area Code & Daytime Telephone Number)

☒ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

**STREET ADDRESS:**  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

**MAILING ADDRESS:**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

## ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

**First:** The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Simulated Environment Concepts, Inc.</u>	<u>Wyoming</u>	_____

**Second:** The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Simulated Environment Concepts, Inc.</u>	<u>Florida</u>	_____
<u>Simulated Environment Concepts, Inc.</u>	<u>Wyoming</u>	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

**Third:** The Plan of Merger is attached.

**Fourth:** The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

**OR** 06/07/2007 / \_\_\_\_ / \_\_\_\_ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

**Fifth:** Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on \_\_\_\_\_.

The Plan of Merger was adopted by the board of directors of the surviving corporation on 06/07/2007 and shareholder approval was not required.

**Sixth:** Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on \_\_\_\_\_.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on 06/07/2007 and shareholder approval was not required.

(Attach additional sheets if necessary)

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**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of an Officer or  
Director

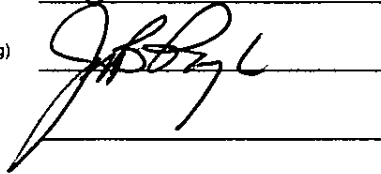
Typed or Printed Name of Individual & Title

Simulated Environment Concepts, Inc. (Florida)



Ella Frenkel, President

Simulated Environment Concepts, Inc. (Wyoming)



Jim Pugh, President

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**Simulated Environment Concepts, Inc.**

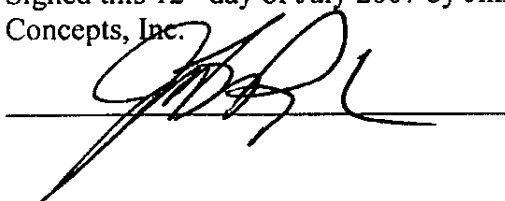
**Plan of Merger**

**Effective Date June 11, 2007**

In accordance with Florida Corporation Statutes Simulated Environment Concepts, Inc., a Florida Corporation, hereby files with the Secretary of State of Florida the following Plan of Merger.

- a. On May 30, 2007 a stock purchase agreement was entered into between USA Energy, Inc., a Wyoming corporation, and Simulated Environment Concepts, Inc., a Florida corporation. The agreement was approved by the Board of Directors and majority shareholders of each company. On June 11, 2007 USA Energy, Inc. changed its name to Simulated Environment Concepts, Inc. in accordance with the Stock Purchase Agreement.
- b. The plan of exchange sets forth the following:
  1. USA Energy, Inc. shall acquire all of the issued and outstanding shares of Simulated Environment Concepts, Inc. common stock.
  2. USA Energy, Inc. shall issue 24,000,000 of 144K common shares in exchange for the 24,000,000 of the free trading common shares outstanding of Simulated Environment Concepts, Inc. USA Energy, Inc. shall also issue 56,003,360 144 restricted common shares and 7,000,000 preferred shares in exchange for the 56,003,360 restricted common shares outstanding of Simulated Environment Concepts, Inc.
  3. The plan requires that Simulated Environment Concepts, Inc., a Florida corporation file Articles of Merger with the Secretary of State of Florida dissolving the corporation.
  4. The plan requires USA Energy, Inc. to change its name to Simulated Environment Concepts, Inc.
  5. The plan requires that the Officers and Board of Directors of Simulated Environment Concepts, Inc., an Florida corporation, become the Officers and Board of Directors of Simulated Environment Concepts, Inc. (formally USA Energy, Inc.), the Wyoming Corporation.

Signed this 12<sup>th</sup> day of July 2007 by Jim Pugh, President of Simulated Environment Concepts, Inc.

A handwritten signature in black ink, appearing to be "JP", is written over a horizontal line.