

P09085

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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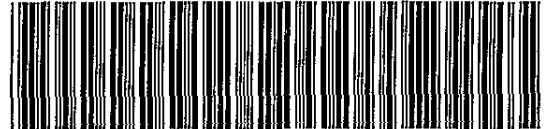
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
FALLS CHURCH, VA

W. Thdr
T. Lewis 12/1/02

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: PRICE OIL, INC.
(Name of corporation)

DOCUMENT NUMBER: P09085

The enclosed **withdrawal application** and fee are submitted for filing.

Please return all correspondence concerning this
matter to the following:

DEBRA S. HENRY, CPA
(Name of Person)

PRICE OIL, INC.
(Firm/Company)

P.O. DRAWER 210249
(Address)

MONTGOMERY, AL 36121-0249
(City/State and Zip code)

For further information concerning this matter, please call:

DEBRA S. HENRY, CPA at (334) 277-6688 EXT. 114
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Amendment Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL. 32399

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

Memorandum

To: FLORIDA DEPARTMENT OF STATE
From: DEBRA HENRY, CPA
Date: 12/02/02
Re: PRICE OIL, INC.

Price Oil, Inc. is an Alabama corporation registered with the State of Florida as a foreign corporation with authority to transact business or conduct affairs in the State of Florida. The shareholders of Price Oil, Inc. moved to Destin, FL in 1997 and are now permanent residents of the State of Florida. The shareholders wish to incorporate Price Oil, Inc. in the State of Florida and they wish to use the corporate name "Price Oil, Inc."

Therefore, to release the name "Price Oil, Inc." for use by the new Florida corporation, the shareholders are filing the form "Application By Foreign Corporation For Withdrawal of Authority To Transact Business or Conduct Affairs in Florida" in conjunction with filing the Articles of Incorporation for a Florida Corporation on behalf of Price Oil, Inc.

Enclosed is the Application by Foreign Corporation for Withdrawal of Authority to Transact Business or Conduct Affairs in Florida on behalf of Price Oil, Inc. Also, enclosed is a check payable to the Florida Department of State for \$52.50.

Enclosed are the Articles of Incorporation for A Florida Corporation on behalf of Price Oil, Inc. Also, enclosed is a check payable to the Florida Department of State for \$87.50.

Upon approval of Price Oil, Inc. as a Florida corporation, the Alabama corporation will merge into the Florida corporation under a tax-free plan of reorganization within the meaning of Internal Revenue Code Section 368(a)(1)(F). The shareholders will dissolve the Alabama corporation and the only surviving corporation will be the Florida corporation.

If you have any questions, please contact me via e-mail at debrah@priceoil.com or by telephone at 334-277-6688 ext. 114.

Thank you in advance for your assistance.

CONFIDENTIAL

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

PRICE OIL, INC.

(Name of Corporation)

ALABAMA

(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 for the corporation:

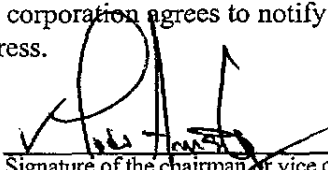
P.O. DRAWER 210249

(Mailing Address)

MONTGOMERY, AL 36121-0249

(City/ State /Zip)

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


Signature of the chairman or vice chairman of the board,
president, or any officer or if the corporation is in the hands of a
receiver, trustee, or other court-appointed fiduciary, by that fiduciary.

CEO

Title

TODD ARMSTRONG

Typed or printed name

Date