

Document Number Only

P94000088094

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name  
TALLAHASSEE, FL 32301

Address  
222-1092

City State Zip Phone

CORPORATION(S) NAME

800002652548-7  
-09/30/98--01057--025  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

EPL Resources Corp.

merging with and into:

EPL Resources (Delaware) Corp.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 SEP 30 PM 3:58

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- NonProfit
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Acknowledgment
W.P. Verifier

SEP 30 1998

Thanks,  
Jeff

merge  
JP  
a/ 30/98

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DIVISION OF CORPORATION

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

EPL RESOURCES CORP., P94000088094

INTO

**EPL RESOURCES (DELAWARE) CORP.**, a Delaware corporation not qualified  
in Florida.

File date: September 30, 1998

Corporate Specialist: Susan Payne

**ARTICLES OF MERGER**FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

98 SEP 30 PM 3: 58

**MERGER  
BY AND AMONG  
EPL RESOURCES CORP.  
AND  
EPL RESOURCES (DELAWARE) CORP.**

Pursuant to Section 1105 of the Florida Business Organization Act, as amended (the "Act"), the undersigned, being the President of EPL Resources (Delaware) Corp, a Delaware corporation, DOES HEREBY CERTIFY, on behalf of said corporation, that:

1. Parties to the Agreement and Plan of Merger. The Agreement and Plan of Merger (the "Merger Agreement") was made and entered into by and among EPL Resources Corp. a Florida corporation ("EPLR") and EPL Resources (Delaware) Corp., a Delaware corporation ("Acquiror") in the form attached as Exhibit A.

2. Surviving Corporation. EPLR shall be merged with and into Acquiror (the "Merger") and the separate corporate existence of EPLR shall cease, and Acquiror shall continue as the surviving corporation under the laws of the State of Delaware and will retain its name, EPL Resources (Delaware) Corp., and its registered address of 1209 Orange Street, Wilmington, Delaware 19801, County of New Castle.

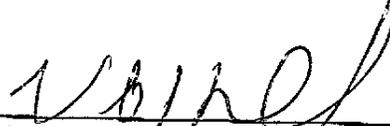
3. Effective Date. The Merger will become effective at 12:01 a.m., EST, on September 21, 1998 or as of the filing of these articles of merger ("Articles of Merger") with the Secretary of State of the State of Florida, in accordance with the provisions of Section 1105 of the Act, and the confirmation by these Articles of Merger that the Merger is effective as of such filing date.

4. Adoption by Acquiror. In accordance with Sections 141 and 253 of the General Corporation Law of Delaware, the Merger Agreement was approved by the Board of Directors of Acquiror by unanimous written consent, dated September 21, 1998. Shareholder approval was not required for the approval of the Merger Agreement pursuant to Section 253 of the General Corporation Law of Delaware.

5. Adoption by EPLR. In accordance with Section 1107 of the Act, the Merger Agreement was approved and adopted by the shareholders of EPLR by the written consent of a majority of the shareholders entitled to vote, dated September 21, 1998 and by the Board of Directors of EPLR by unanimous written consent, dated September 21, 1998.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Merger on behalf of EPL Resources (Delaware) Corp., as of this 21<sup>st</sup> day of September, 1998.

EPL RESOURCES (DELAWARE) CORP

By: 

Vincent Marold - President

## AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "Merger Agreement") is made as of this 21<sup>st</sup> day of September, 1998, by and between EPL Resources Corp., a Florida corporation ("EPLR"), and EPL Resources (Delaware) Corp., a Delaware corporation ("EPLR (Delaware)"). EPLR and EPLR (Delaware) are sometimes referred to herein as the "Constituent Corporations."

### RECITALS

A. EPLR (Delaware) is a corporation duly organized and existing under the laws of the State of Delaware.

B. EPLR is a company duly organized and existing under the laws of the State of Florida.

C. On the date of this Merger Agreement, EPLR (Delaware) has authority to issue: (1) 50,000,000 shares of Common Stock, par value \$0.0001 per share ("EPLR (Delaware) Common Stock"), of which one share, held by EPLR, is issued and outstanding; (2) 5,000,000 shares of Preferred Stock, par value \$0.0001 per share, of which no shares are issued and outstanding.

D. On the date of this Merger Agreement, EPLR has authority to issue 50,000,000 shares of Common Stock, par value \$0.001 per share, of which 1,000,000 shares are issued and outstanding ("EPLR Shares").

E. The respective Boards of Directors of EPLR (Delaware) and EPLR have determined that, for the purpose of effecting the reincorporation of EPLR in the State of Delaware, it is advisable and to the advantage of such corporations and their respective shareholders that EPLR merge with and into EPLR (Delaware) upon the terms and conditions herein provided.

F. The respective Boards of Directors of EPLR (Delaware) and EPLR have approved this Merger Agreement and have directed that this Merger Agreement be submitted to the vote of their respective shareholders.

NOW, THEREFORE, in consideration of the mutual promises and on the terms and conditions set forth below, the mutuality, adequacy and sufficiency of which are hereby acknowledged, the parties do hereby adopt the plan of reorganization encompassed by this Merger Agreement and do hereby agree that EPLR shall merge with and into EPLR (Delaware):

### I. TERMS AND CONDITIONS

1.1 Merger. Upon the date this Merger Agreement is made effective in accordance with applicable Delaware and Florida law by filing a Certificate of Merger with the Delaware

Secretary of State and filing a Certificate of Merger with the Florida Secretary of State (the "Effective Date"), EPLR shall be merged with and into EPLR (Delaware)(the "Merger"), and EPLR (Delaware) shall be the surviving corporation of the Merger.

1.2 Succession. Upon the Effective Date, the separate existence of EPLR shall cease and EPLR (Delaware) shall succeed to all of the rights, privileges, powers and property of EPLR in the manner of and as more fully set forth in Section 259 of the General Corporation Law of the State of Delaware.

1.3 EPLR Common Stock. Upon the Effective Date, by virtue of the Merger and without any action on the part of the holder thereof or the Constituent Corporations, each share of EPLR Common Stock issued and outstanding immediately prior thereto (other than dissenters' shares for which appraisal rights are perfected in accordance with section 607.1320 of the Florida Statutes of 1998 (the "Florida Statutes")) shall be changed and converted into one fully paid and nonassessable share of EPLR (Delaware) Common Stock. All of the shares of EPLR Common Stock held in treasury shall be canceled on the Effective Date.

1.4 EPLR (Delaware) Common Stock. Upon the Effective Date, by virtue of the Merger and without any action on the part of the holder thereof or the Constituent Corporations, each share of EPLR (Delaware) Common Stock issued and outstanding immediately prior thereto shall be canceled.

1.5 Stock Certificates. Upon and after the Effective Date, all of the outstanding certificates which prior to that time represented shares of EPLR Common shall be deemed for all purposes to evidence ownership of and to represent the shares of EPLR (Delaware) Common Stock into which the shares of EPLR Common Stock represented by such certificates have been converted in the Merger. The registered owner on the books and records of EPLR (Delaware) or its transfer agent of any such outstanding stock certificate shall, until such certificate shall have been surrendered for transfer or conversion or otherwise accounted for to EPLR (Delaware) or its transfer agent, have and be entitled to exercise any voting and other rights with respect to and to receive any dividends and other distributions upon the shares of EPLR (Delaware) Common Stock evidenced by such outstanding certificate as provided above.

1.6 Employee Benefit Plans. Upon the Effective Date, EPLR (Delaware) will assume all obligations of EPLR under any and all employee benefit plans in effect as of the Effective Date or with respect to which employee rights or accrued benefits are outstanding as of the Effective Date.

## II. CHARTER DOCUMENTS, DIRECTORS AND OFFICERS

2.1 Certificate of Incorporation and Bylaws. The Certificate of Incorporation of EPLR (Delaware) as in effect immediately prior to the Effective Date shall continue in full force and effect thereafter as the Certificate of Incorporation of EPLR (Delaware) without change or amendment, until such Certificate of Incorporation is duly amended in accordance with the provisions thereof and applicable law. The Bylaws of EPLR (Delaware) in effect immediately

prior to the Effective Date shall continue in full force and effect thereafter as the Bylaws of EPLR (Delaware) without change or amendment, until such Bylaws are duly amended in accordance with the provisions thereof and applicable law.

2.2 Directors. The directors of EPLR (Delaware) immediately prior to the Effective Date shall upon the Effective Date remain the directors of EPLR (Delaware) and shall serve until the next annual meeting of shareholders of EPLR (Delaware) and until their successors are duly elected and qualified or until their earlier resignation, removal or death.

2.3 Officers. The officers of EPLR (Delaware) shall remain the officers of EPLR (Delaware) upon the Effective Date and shall serve until their successors are duly elected and qualified or their earliest resignation, removal or death.

### III. CONDITIONS TO CONSUMMATION OF THE MERGER

3.1 Conditions to Obligation of EPLR. The obligation of EPLR to consummate the Merger is subject to the satisfaction prior to the Effective Date of each of the following conditions:

(a) Payment or estimated payment of the fair value of the EPLR Shares held by shareholders of EPLR who properly exercise or intend to exercise their dissenters' rights under Section 607.1320 of the Florida Statutes, shall not exceed an amount which, in the opinion of EPLR's Board of Directors, constitutes an unacceptable cash cost in light of the current cash requirements of EPLR and the anticipated cash requirements of EPLR (Delaware) as the surviving entity of the Merger;

(b) The Merger shall have been approved by the shareholders of EPLR in accordance with the Florida Statutes;

(c) All director, shareholder and other parties' consents and approvals, as well as filings with, and all necessary consents or approvals of, all federal, state and local governmental authorities and agencies, as are required under this Merger Agreement or applicable law to complete the Merger and the transactions related thereto shall have been secured; and

(d) No statute, rule, regulation, executive order, decree, injunction or restraining order shall have been enacted, promulgated, entered or enforced by any court of competent jurisdiction or governmental authority that prohibits or restricts the consummation of the Merger or transactions related thereto.

3.2 Conditions to Obligation of EPLR (Delaware). The obligation of EPLR (Delaware) to consummate the Merger is subject to the satisfaction prior to the Effective Date of each of the following conditions:

(a) The Merger shall have been approved by the shareholders of EPLR (Delaware) in accordance with the Delaware General Corporation Law, as amended ("DGCL");

(b) All director, shareholder and other parties' consents and approvals, as well as filings with, and all necessary consents or approvals of, all federal, state and local governmental authorities and agencies, as are required under this Merger Agreement or applicable law to complete the Merger and the transactions related thereto shall have been secured; and

(c) No statute, rule, regulation, executive order, decree, injunction or restraining order shall have been enacted, promulgated, entered or enforced by any court of competent jurisdiction or governmental authority that prohibits or restricts the consummation of the Merger or transactions related thereto.

#### IV. MISCELLANEOUS

4.1 Further Assurances. From time to time, as and when required by EPLR (Delaware) or by its successors and assigns, there shall be executed and delivered on behalf of EPLR such deeds and other instruments, and there shall be taken or caused to be taken by it such further and other actions, as shall be appropriate or necessary in order to vest, perfect or confirm, of record or otherwise, in EPLR (Delaware) the title to and possession of all of the property, interests, assets, rights, privileges, immunities, powers, franchises and authority of EPLR and otherwise to carry out the purposes of this Merger Agreement, and the proper officers and directors of EPLR (Delaware) are fully authorized in the name and on behalf of EPLR or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

4.2 Amendment. At any time before or after approval by the shareholders of the Constituent Corporations and subject to applicable law, this Merger Agreement may be amended in any manner as may be determined in the judgment of the respective Boards of Directors of EPLR and EPLR (Delaware) to be necessary, desirable or expedient in order to clarify the intention of the parties hereto or to effect or facilitate the purposes and intent of this Merger Agreement; provided, however, that an amendment made subsequent to the adoption of this Merger Agreement by the shareholders of either Constituent Corporation shall not: (1) alter or change the amount or kind of shares, securities, cash, property and/or rights to be received in exchange for or on conversion of all or any of the shares of any class or series thereof such Constituent Corporation; (2) alter or change any term of the Certificate of Incorporation of EPLR (Delaware) to be effected by the Merger; or (3) alter or change any of the terms and conditions of this Merger Agreement if such alteration or change would adversely affect the holders of any class or series of capital stock of either Constituent Corporation.

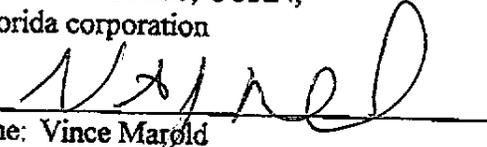
4.3 Abandonment. At any time before the Effective Date, this Merger Agreement may be terminated and the Merger may be abandoned by the Board of Directors of either EPLR or EPLR (Delaware) or both, notwithstanding the approval of this Merger Agreement by the shareholders of EPLR and EPLR (Delaware).

4.4 Governing Law. This Agreement shall in all respects be construed, interpreted and enforced in accordance with and governed by the laws of the State of Delaware and, so far as applicable, the merger provisions of the Florida Statutes.

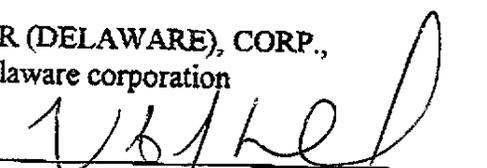
4.5 Counterparts. In order to facilitate the filing and recording of this Merger Agreement, the same may be executed in any number of counterparts, each of which shall be deemed to be an original.

IN WITNESS WHEREOF, this Merger Agreement, having first been duly approved by the respective Boards of Directors of EPLR and EPLR (Delaware), is hereby executed on behalf of each said corporation and attested by their respective officers thereunto duly authorized.

EPL RESOURCES, CORP.,  
a Florida corporation

By:   
Name: Vince Marold  
Title: President

EPLR (DELAWARE), CORP.,  
a Delaware corporation

By:   
Name: Vince Marold  
Title: President