

195000056546

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

100001548941
-07/26/95--01083--004
*****70.00 *****70.00

SUBJECT: EMPIREGAS INC. OF OLDSMAR
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

<input checked="" type="checkbox"/> \$70.00 Filing Fee	<input type="checkbox"/> \$78.75 Filing Fee & Certificate	<input type="checkbox"/> \$122.50 Filing Fee & Certified Copy	<input type="checkbox"/> \$131.25 Filing Fee, Certified Copy & Certificate
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FROM: EARL L. NOE
Name (printed or typed)

1700 SOUTH JEFFERSON, P.O. BOX 7000
Address

LEBANON, MO 65536
City, State & Zip

417-532-3101
Daytime Telephone number

95 JUL 19 AM 10:08
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be Empiregas Inc. of Oldsmar.

ARTICLE II

The principal place of business and mailing address of this corporation shall be:

1700 South Jefferson
P.O. Box 7000
Lebanon, Missouri 65536

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TALLAHASSEE FLORIDA

ARTICLE III

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 30,000 shares.

ARTICLE IV

The name and address of the initial registered agent is:

CT Corporation System
1200 South Pine Island Road
Plantation, Florida 33324

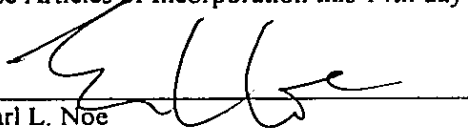
ARTICLE V

The name and street address of the incorporator to these Articles of Incorporation is:

Earl L. Noe
1700 South Jefferson
Lebanon, Missouri 65536

The undersigned incorporator has executed these Articles of Incorporation this 14th day of July, 1995.

Earl L. Noe



**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: EMPIREGAS INC. OF OLDSMAR

2. The name and address of the registered agent and office is:

CT CORPORATION SYSTEM
(Name)

1200 SOUTH PINE ISLAND ROAD
(P.O. Box not acceptable)

PLANTATION, FL 33324
(City/State/Zip)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Tanya M. Villar
(Signature)
TANYA M. VILLAR
SPECIAL ASSISTANT SECRETARY

7-18-95
(Date)

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TALLAHASSEE FLORIDA

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ARTICLES OF MERGER
Merger Sheet

MERGING:-----

- EMPIREGAS INC. OF FLORIDA, a Florida corporation, document number 392022
- EMPIREGAS INC. OF DAYTONA, a Florida corporation, document number P95000056556
- EMPIREGAS INC. OF GAINESVILLE, a Florida corporation, document number P95000056554
- EMPIREGAS INC. OF JACKSONVILLE, a Florida corporation, document number P95000056552
- EMPIREGAS INC. OF LAKE LAND, a Florida corporation, document number P95000056549
- EMPIREGAS INC. OF OCALA, a Florida corporation, document number P95000056548
- EMPIREGAS INC. OF OLDSMAR, a Florida corporation, document number P95000056546

INTO

EMPIRE ENERGY CORPORATION-TN., a Tennessee corporation,
F95000001626

File date: December 11, 1996