



P97000014256

ACCOUNT NO. : 072100000032

REFERENCE : 258992 4307842

AUTHORIZATION :

COST LIMIT :

Petroleum 5 Pyrite

FILED
97 FEB 14 PM 3:46
TALLAHASSEE, FLORIDA

ORDER DATE : February 13, 1997

ORDER TIME : 9:26 AM

ORDER NO. : 258992-015

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CUSTOMER NO: 4307842

CUSTOMER: Michael E. Goodbread, Jr., Esq
Martin Ade Birchfield &
3000 Independent Square
Post Office Box 59
Jacksonville, FL 32201

ARTICLES OF MERGER

TREADWELL INCORPORATED

INTO

SOUTHERN PETROLEUM SYSTEMS,
INC.

*If possible, could we
please get this back
today. Client is in
a closing & they have
to file an opinion
today. Thanks
A Bunch
☺*

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
 PLAIN STAMPED COPY

CONTACT PERSON: Andrea C. Mabry

EXAMINER'S INITIALS:

N HENDRICKS FEB 14 1997

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96 FEB 14 AM 11:4
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

TREADWELL INCORPORATED, A FLORIDA CORPORATION, V33793

INTO

SOUTHERN PETROLEUM SYSTEMS, INC., a Florida corporation,
P97000014256

File date: February 14, 1997

Corporate Specialist: Nancy Hendricks

Account number: 072100000032

Account charged: 122.50

ARTICLES AND PLAN OF MERGER
OF
TREADWELL INCORPORATED
WITH AND INTO
SOUTHERN PETROLEUM SYSTEMS, INC.

FILED
97 FEB 14 PM 3:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Treadwell Incorporated, a Florida corporation, and Southern Petroleum Systems, Inc., a Florida corporation (collectively, the "Constituent Corporations"), enter into and hereby adopt the following Articles and Plan of Merger for the purpose of merging Treadwell Incorporated with and into Southern Petroleum Systems, Inc.

ARTICLE I.

CONSTITUENT CORPORATIONS

The name and state of incorporation of each of the Constituent Corporations are:

- (a) Treadwell Incorporated ("Treadwell"), a Florida corporation; and
- (b) Southern Petroleum Systems, Inc. ("SPS"), a Florida corporation.

ARTICLE II.

APPROVAL OF PLAN OF MERGER

A Plan of Merger was duly adopted and approved by the Board of Directors and Shareholders of the Constituent Corporations as follows:

- (a) By Written Consent of the Board of Directors and Shareholders owning a majority of the issued and outstanding shares of Treadwell Incorporated dated February 13, 1997;
- (b) By unanimous Written Consent of the Board of Directors and Shareholders of SPS dated February 13, 1997.

ARTICLE III.

PLAN OF MERGER

3.1 At and as of the Effective Date (as hereinafter defined), Treadwell shall merge with and into SPS (the "Surviving Corporation"), whose name shall continue to be Southern Petroleum Systems, Inc.

3.2 The Articles of Incorporation and Bylaws of the Surviving Corporation, on the Effective Date of the Merger, shall continue in full force and effect as the Articles of Incorporation and Bylaws of the Surviving Corporation.

3.3 The directors and officers of SPS, on the Effective Date, shall continue to be the directors and officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their earlier removal, resignation or death.

3.4 The manner and basis of converting the shares of each of the Constituent Corporations are as follows:

a) At and of the Effective Date, each authorized and outstanding share of common stock of Treadwell, by virtue of the merger and without any action on the part of the holders thereof, shall be automatically converted into two hundred and seventy-four (274) fully paid and nonassessable shares of common stock of the Surviving Corporation;

b) At and of the Effective Date, each authorized but unissued share of common stock of Treadwell, if any, shall be canceled by virtue of the merger and no merger consideration shall be issued with respect thereto.

3.5 At and as of the Effective Date, the separate existence of Treadwell shall cease, and all of the property, rights, privileges, contracts and franchises for Treadwell of whatsoever nature and description, shall be transferred to, vest in and devolve upon the Surviving Corporation without further act or deed.

3.6 At and as of the Effective Date, the Surviving Corporation shall assume and shall be responsible for all of the liabilities and obligations of Treadwell.

ARTICLE IV.

EFFECTIVE DATE

The merger of Treadwell with and into SPS, shall be effective upon the date on which these Articles and Plan of Merger are filed with the Secretary of State of the State of Florida (the "Effective Date").

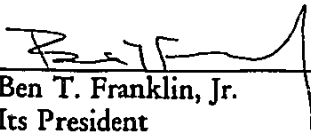
IN WITNESS WHEREOF, the undersigned officers of Treadwell Incorporated and Southern Petroleum Systems, Inc., respectively, have executed these Articles and Plan or Merger pursuant to the authority duly vested in them by the Board of Directors and Shareholders, respectively, of each corporation.

SOUTHERN PETROLEUM SYSTEMS,
INC., a Florida corporation

By: 

Ben T. Franklin, Jr.
Its President

TREADWELL INCORPORATED,
a Florida corporation

By: 
Ben T. Franklin, Jr.
Its President