

APR -08 03:09:27

Division of Corporations

P97000074209

03 APR -8 PM 2:39

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Florida Department of State
Division of Corporations
Public Access System

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AL

RESUBMIT
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MERGER OR SHARE EXCHANGE
MESA HYDROCARBONS ACQUISITION, LLC

RESUBMIT

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FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

April 7, 2003

MESA HYDROCARBONS, INC.
PO BOX 1551, 410 S WILMINGTON ST
PEB 17B5
RALEIGH, NC 27602

SUBJECT: MESA HYDROCARBONS, INC.
REF: P97000074209

RESUBMIT

Please give original
submission date as file date.

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The plan of merger must provide the name(s) and address(es) of the managers or managing members of the surviving limited liability company.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6094.

Agnes Lunt
Document Specialist

FAX Aud. #: H03000103380
Letter Number: 403A00020639

RESUBMIT

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submission date as file date.

ARTICLES OF MERGER
Merger Sheet

MERGING:

MESA HYDROCARBONE, INC. A FLORIDA ENTITY
,

INTO

MESA HYDROCARBONS ACQUISITION, LLC, entity not qualified in Florida.

File date: April 4, 2003

Corporate Specialist: Agnes Lunt

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. Mesa Hydrocarbons, Inc. 730 17th Street, Suite 405 Denver, Colorado 80202	Florida	Corporation

Florida Document/Registration Number: P97000074209 FBI Number: 593480927

2. _____

Florida Document/Registration Number: _____ FBI Number: _____

3. _____

Florida Document/Registration Number: _____ FBI Number: _____

4. _____

Florida Document/Registration Number: _____ FBI Number: _____

(Attach additional sheet(s) if necessary)

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CSC TALL
CSC THE US CORP CO

TEL: 303 832 9080

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TALLAHASSEE, FLORIDA

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SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
<u>Mesa Hydrocarbons Acquisition, LLC</u>	<u>Colorado</u>	<u>Limited Liability Compan</u>
<u>730 17th Street, Suite 405</u>		
<u>Denver, Colorado 80202</u>		
Florida Document/Registration Number:		FBI Number: <u>56-2336037</u>

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NINTH: The merger shall become effective as of:

The date the Articles of Merger are filed with Florida Department of State


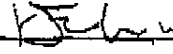
OR

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

TENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

ELEVENTH: SIGNATURE(S) FOR EACH PARTY:

(Note: Please see instructions for required signatures.)

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed Name of Individual</u>
Mesa Hydrocarbons, Inc.		Kyle E. Crake Vice President
Mesa Hydrocarbons Acquisition, LLC		Sole Member Progress Fuels Corporation By: Kyle E. Crake Senior Vice President
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
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_____	_____	_____

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PLAN OF MERGER and COMPLETE LIQUIDATION**of****MESA HYDROCARBONS, INC.****with and into****MESA HYDROCARBONS ACQUISITION, LLC**SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Sections 607.1107, 617.1103, 608.4381, and/or 620.202 of the Florida Statutes and Section 7-90-203 of the Colorado Revised Statutes, the undersigned corporation and limited liability company hereby adopt the following Plan of Merger for the purpose of merging Mesa Hydrocarbons, Inc., a Florida corporation (the "Florida Corporation") with and into Mesa Hydrocarbons Acquisition, LLC, a Colorado limited liability company (the "Colorado LLC") (the "Plan") in accordance with the applicable provisions of the Florida Statutes and the Colorado Revised Statutes.

ARTICLE 1

The Florida Corporation will merge with and into the Colorado LLC, and the Colorado LLC shall be the sole surviving entity. The address of the surviving company shall be 730, 17th Street, Suite 405, Denver, Colorado 80202. The sole member of the Colorado LLC is Progress Fuels Corporation and its address is 410 South Wilmington Street, Mail location 333-3, Raleigh, North Carolina 27601.

ARTICLE 2

The terms and conditions of the merger are as follows:

Upon the terms and subject to the conditions of this Plan of Merger, at the Effective Time, (i) the separate existence of the Florida Corporation shall cease and it shall be merged with and into the Colorado LLC in accordance with the provisions of, and with the effects provided in Section 607.1106 of the Florida Statutes and Section 7-90-204 of the Colorado Revised Statutes (the "Merger"), (ii) the Colorado LLC shall be the sole surviving entity and shall continue to be governed by the laws of the state of Colorado, and (iii) the Merger shall have the effects set forth herein and in each of the Florida Statutes and the Colorado Revised Statutes.

ARTICLE 3

The manner and basis for converting the ownership interests in the entities that are parties to the merger are as follows:

At the Effective Time, by virtue of the Merger and without any action on the part of either entity:

Each share of the Florida Corporation's common stock issued and outstanding immediately prior to the Effective Time shall be automatically canceled. As of the Effective Time, all such shares of the Florida Corporation's common stock shall no longer be outstanding and shall automatically be cancelled and shall cease to exist, and each holder of a certificate representing such shares shall cease to have any rights with respect thereto.

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ARTICLE 4

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The merger shall be effective upon the later to occur of the filing and acceptance of the Statement of Merger with the Colorado Secretary of State or the filing and acceptance of the Articles of Merger with the Florida Secretary of State (the "Effective Time").

ARTICLE 5

Because the Colorado LLC is a disregarded entity for federal tax purposes and because the sole member of the Colorado LLC is also the sole shareholder of the Florida Corporation, this merger of the Florida Corporation into the Colorado LLC is intended to constitute a complete liquidation (and this Plan is to constitute a plan of complete liquidation) of the Florida Corporation into its sole shareholder, Progress Fuels Corporation, pursuant to Sections 332 and 337 of the Internal Revenue Code of 1986, as amended.