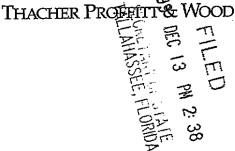
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50 Main Street White Plains, NY 10606 (914) 421-4100

Facsimile: (914) 421-4150 www.thacherproffitt.com



December 20, 1999

VIA Federal Express

Ms. Annette Ramsey Florida Department of State 409 East Gaines Street Tallahassee, Florida 32399 Re:

Filing of Second Articles of Amendment to Articles of Incorporation

of Trico II Se Petroleum, Corp.

Our File No. 18400-00225

Dear Ms. Ramsey:

In connection with the above referenced matter, and per our telephone conversation on Monday, December 20, 1999, please find enclosed the Second Articles of Amendment to Articles of Incorporation of Trico SE Petroleum, Inc. to be recorded.

In the enclosed envelope, please return the following stamped dated filed copies:

- 1. The Second Articles of Amendment to the Articles of Incorporation of **Trico II SE Petroleum Corp.** that was filed on December 13, 1999;
- 2. The Second Articles of Amendment to the Articles of Incorporation of **Trico SE Petroleum**, **Inc.** (see enclosure).

If you have any questions, please feel free to contact me at (914) 421-4167.

Please acknowledge receipt of the documents by signing and returning to me a copy of this letter by facsimile at 914/421-4166. Thank you!

Sincerely,
Courtney L'Allen
Legal Assistant

Enclosures

cc: Joseph S. Nicotra, Esq.

Received By: _____ Date Received:

DE 12/199

JERSEY CITY

SECOND ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF TRICO SE PETROLEUM, INC.

THE UNDERSIGNED President of TRICO SE PETROLEUM, INC. (the "Corporation"), a natural person competent to contract, files this, its Second Articles of Amendment to Articles of Incorporation were previously amended pursuant to that certain Articles of Amendment to Articles of Incorporation of Trico SE Petroleum, Inc., dated May 25, 1999) amending the Articles of Incorporation, pursuant to Florida Statute, and as adopted on the day of volume of the Corporation:

- 1. "ARTICLE X: PURPOSE" is hereby amended by deleting clause "1" of Section A in its entirety and replacing the same with the following:
 - 1. To acquire from AMERADA HESS and/or HESS REALTY, CORP., certain real property, together with all improvements located thereon, which property is more specifically described on the attached Exhibit "1" incorporated by reference herein, in the states of South Carolina and Georgia, commonly known as (the "Property").
- 2. "ARTICLE X: PURPOSE" is hereby further amended by deleting Section B in its entirety and replacing the same with the following:

B. Certain Prohibited Activities:

Notwithstanding any provision hereof to the contrary, the following shall govern: The Corporation shall only incur indebtedness in an amount necessary to acquire, operate, improve and maintain the Property. For so long as any mortgage lien in favor of Enterprise Mortgage Acceptance Company, LLC, its successors or assigns (the "First Mortgage") exists on any portion of the Property, the Corporation shall not incur, assume, or guaranty any other indebtedness except any equipment financing in favor of Enterprise Mortgage Acceptance Company, LLC, its successors or assigns. For so long as the First Mortgage exists on any portion of the Property, the Corporation shall not dissolve or liquidate, or consolidate or merge into any other entity, or convey or transfer its properties and assets substantially as an entirety or transfer any of its shares of stock to any entity. For so long as the First Mortgage exists on any portion of the Property, the Corporation will not voluntarily commence a case with respect to itself, as debtor, under the Federal Bankruptcy Code or any similar federal or state statute without the unanimous consent of the Board of Directors of the Corporation. For so long as the First Mortgage exists on any portion of the Property, no material amendment to these Articles of Incorporation or to the Corporation's by-laws may be made without first obtaining approval of the mortgagee holding the First Mortgage on any portion of the Property.

My Commission Expires: