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FILED
DEC 13 PM 2:38
TALLAHASSEE, FLORIDA

December 20, 1999

VIA Federal Express

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

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-12/13/99--01121--005
*****70.00 *****35.00

Re: Filing of Second Articles of Amendment to Articles of Incorporation
of Trico II Se Petroleum, Corp.
Our File No. 18400-00225

Amend

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 Allen
Courtney L. Allen
Legal Assistant

Enclosures

cc: Joseph S. Nicotra, Esq.

Received By: _____

Date Received: _____

DR
12/21/99

NEW YORK

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Building on 150 Years of Client Service

**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 (as such 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 16 day of Nov, 1999, by Unanimous Written Consent of Directors and Shareholders to Action 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.

IN WITNESS WHEREOF, the undersigned President has executed these Second Articles of Amendment to Articles of Incorporation this 25th day of May, 1999.


ALI M. JAFERI, PRESIDENT

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County aforesaid, personally appeared ALI M. JAFERI, as President of TRICO SE PETROLEUM, INC., a Florida corporation, (☒) personally known by me to be the person of (☐) who presented _____, as identification who executed the foregoing Second Articles of Amendment to Articles of Incorporation of Trico SE Petroleum, Inc.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the State and County aforesaid this 16 day of Nov, 1999.


NOTARY PUBLIC, STATE OF FL.

My Commission Expires:

