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FILED
DEC 13 PM 2:38
TALLAHASSEE, FLORIDA

December 7, 1999

Amend

VIA Regular Mail

Florida Department of State
P.O. Box # 6327
Tallahassee, Florida 32314
Attn: Records Bureau Division of Corporations

700003068207--7
-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

To Whom It May Concern:

In connection with the above referenced matter, please find two (2) sets of Second Articles of Amendment of Incorporation of Trico II Se Petroleum, Corp. to be filed with the Florida Department of State. Enclosed please find a check in the amount of \$70.00 (\$35.00 for each filing).

If you have any questions, please feel free to contact Joseph S. Nicotra at (914) 421-4104, or myself at (914) 421-4133.

I have included a self-addressed, stamped envelope for you to return the acknowledgments of filing to me. Thank you for your attention to this matter.

Sincerely,

Rebecca A. Steere

Rebecca A. Steere
Paralegal

Enclosures

cc: Joseph S. Nicotra, Esq.

DPK
12/15/99

**SECOND ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION
OF TRICO II SE PETROLEUM, CORP.**

THE UNDERSIGNED President of TRICO II SE PETROLEUM, CORP. (the "Corporation") 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 II SE Petroleum, Corp., 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 state of 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 mortgagees 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 II SE PETROLEUM, CORP., 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 II SE Petroleum, Corp.

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:

