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Florida Department of State

Division of Corporations

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BASIC AMENDMENT

F. S. CONVENIENCE STORES, INC.

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Articles of
Correction

S. PAYNE

NOV 16 1999

11/15/99 4:27 PM

FROM W&C LLP MIAMI

(MON) 11.15.99 16:35/ST. 16:34/NO. 4261180794 P 2

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Date: November 15, 1999

No. of Pages (including cover): 27

To: Susan Payne
Amendment Section

Fax Number: (850) 922-4000
Contact Number: (850) 487-6980

From: Michele Beauvais-Wagoner

Reference No.: 1121577-0004

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Dear Susan:

Attached is the Articles of Correction to Articles of Merger of F. S. Convenience Stores, Inc. into United Petroleum Group, Inc. Should there be any other comments or questions, please do not hesitate to contact me.

Thank you for your assistance.

Michele

*One more time
Hope everything is
OK.
Thank you so much
for your patience
& assistance.*

FAX AUDIT NO. H99000029075

ARTICLES OF CORRECTION TO ARTICLES OF MERGER

OF

F. S. CONVENIENCE STORES, INC.
 (a Florida Corporation)

INTO

UNITED PETROLEUM GROUP, INC.
 (a Delaware Corporation)

FILED
 99 NOV 15 PM 4:57
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

F. S. Convenience Stores, Inc., a Florida corporation (the "Corporation" or "FSCI"), does hereby certify as follows:

WHEREAS, on November 10, 1999, the Corporation filed with the Secretary of State of Florida a defective Articles of Merger (the "Articles of Merger") which set forth that the Corporation was merged into United Petroleum Group, Inc., a Delaware Corporation ("UPET");

WHEREAS, the defective Articles of Merger was filed erroneously ; and

WHEREAS, the Board of Directors of the Corporation determined that it is advisable and in the best interests of the Corporation to correct, amend and restate in its entirety the Articles of Merger, and in its place file this Amended and Restated Articles of Merger (as defined below) with the Secretary of State of Florida to effectuate a proper and valid merger (the "Merger") under and pursuant to the provisions of Sections 607.1104 and 607.1105 of the Florida Business Corporation Act and Section 253 of the Delaware General Corporation Law.

WHEREAS: FSCI and UPET have fixed the ministerial error of the November 10, 1999 Articles of Merger and desire to merge FSCI with and into UPET.

THEREFORE, BE IT RESOLVED THAT:

FIRST: The Plan of Merger is attached hereto as Exhibit A and incorporated herein.

SECOND: The Merger is to be effective immediately upon filing of these Articles of Merger with the Florida Secretary of State.

THIRD: The Plan of Merger was adopted by the written consent of the sole shareholder of F.S. Convenience Stores, Inc., dated November 10, 1999, and by the written consent of the sole shareholder of United Petroleum Group, Inc., dated November 10, 1999.

This instrument was prepared by:
 Richard H. Engman, Esq.
 Mark S. Scott, Esq.
 Tel.: 305-371-2700
 White & Case LLP

(MON) 11.15.99 16:36/ST.LG:34/NQ.4261180794 P.3

FROM W&C LLP MIAMI

-12-1999 10:00

FARM STORES EXEC

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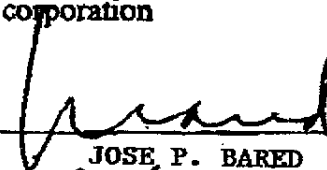
IN WITNESS WHEREOF, each of the parties has executed and delivered this
as of Correction to Articles of Merger as of November 12, 1999.

UNITED PETROLEUM GROUP, INC., a
Delaware corporation

By: 
JOSE P. BARED

Its: President

F. S. CONVENIENCE STORES, INC., a
Florida corporation

By: 
JOSE P. BARED

Its: President

PLAN OF MERGER

1. Names of Merging Corporations

F. S. Convenience Stores, Inc., a Florida corporation ("FSCI"), shall be merged with and into United Petroleum Group, Inc., a Delaware corporation ("UPGI").

2. Terms and Conditions of the Proposed Merger

2.1 The Merger

The Merger shall occur at the Effective Time, as defined below, at which time the separate existence of FSCI shall cease. UPGI shall be the surviving corporation (the "Surviving Corporation"). UPGI's corporate existence, with all of its purposes, powers and objects, shall continue unaffected and unimpaired by the Merger. (FSCI and UPGI are hereinafter sometimes collectively referred to as the "Constituent Corporations").

2.2 The Surviving Corporation

At the Effective Time of the Merger, the effect of the Merger shall be as provided in the applicable provisions of the Florida Business Corporation Act (the "FBCA") and the General Corporation Law of the State of Delaware (the "DGCL"). The identity, existence, purposes, powers, objects, franchises, privileges, rights and immunities of UPGI shall continue unaffected and unimpaired by the Merger; and the corporate franchises, existence and rights of FSCI shall be merged with and into UPGI; and UPGI, as the Surviving Corporation, shall be fully vested therewith. The separate existence of FSCI shall cease and, in accordance with the terms of the merger agreement, the Surviving Corporation shall possess all the rights, privileges, immunities and franchises, of a public as well as of a private nature, and all property, real, personal and mixed; and all debts due on whatever account, including subscriptions to shares, all taxes, including those due and owing and those accrued, and all other choses in action, and all and every other interest of or belonging to or due to FSCI and UPGI shall be taken and deemed to be transferred to, and vested in, the Surviving Corporation without further act or deed; and all property, rights and privileges, powers and franchises and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of FSCI and UPGI; and the title to any real estate, or interest therein, whether by deed or otherwise, vested in FSCI and UPGI, shall not revert or be in any way impaired by reason of the Merger.

The Surviving Corporation shall thenceforth be responsible and liable for all the liabilities and obligations of FSCI and UPGI; and any claim existing, or action or proceeding pending, by or against FSCI or UPGI may be prosecuted as if the Merger had not taken place, or the Surviving Corporation may be substituted in their place. Neither the rights of creditors nor any liens upon the property of FSCI or UPGI shall be impaired by the Merger; and all debts, liabilities and duties of FSCI and UPGI shall attach to the Surviving Corporation, and may be enforced against such Surviving Corporation to the same extent as if said debts, liabilities and duties had been incurred or contracted by such Surviving Corporation.

The Constituent Corporations shall execute, deliver, acknowledge and record any and all documents necessary or appropriate to confirm and perfect the transfer of assets and property to the Surviving Corporation.

2.3 Certificate of Incorporation

The Certificate of Incorporation of UPGI as in effect immediately prior to the Effective Time, as amended, shall be the Certificate of Incorporation of the Surviving Corporation until the same shall thereafter be altered, amended or repealed in accordance with the DGCL.

2.4 Bylaws

The Bylaws of UPGI as in effect immediately prior to the Effective Time shall be the Bylaws of the Surviving Corporation until the same shall thereafter be altered, amended or repealed in the manner provided in such Bylaws and in accordance with the DGCL.

Manner and Basis of Converting Shares

3.1 Conversion

FSCI has 10,000 shares of common stock (the "FSCI Stock") issued and outstanding immediately prior to the Effective Time. At the Effective Time, all 10,000 shares of FSCI stock shall, by virtue of the Merger, and without any action on the part of the holders thereof, automatically be converted into TWO MILLION FOUR HUNDRED THOUSAND (2,400,000) shares of fully paid and non-assessable shares of common stock of United Petroleum Corporation, a Delaware corporation that is the sole shareholder of UPGI ("UPET") and SEVENTY THOUSAND (70,000) shares of fully paid and non-assessable shares of Series A Preferred Stock of UPET (collectively, the "UPET Stock").

3.2 Treasury Shares

Any and all shares of FSCI Stock held as treasury shares by FSCI shall be canceled and retired at the Effective Time, and no consideration shall be delivered or paid in exchange therefor.

3.3 Fractional Shares

No fractional shares of UPET Stock will be issued as a result of the Merger. In lieu of issuing fractional shares, UPGI will pay cash adjustments to the relevant holder of FSCI Stock in respect of any fraction of a share of UPET Stock that would otherwise be issuable to such holder.

Effective Date of the Merger

The Merger shall become effective immediately upon the filing of Articles of Merger incorporating this Plan with the Florida Secretary of State (the "Effective Time").