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C T CORPORATION SYSTEM

Associated with The Corporation Trust Company
5511 STAPLES MILL ROAD, RICHMOND, VIRGINIA 23228 • (804) 262-4042

December 21, 1990

State Corporation Commission
1220 Bank Street
Richmond, Virginia 23209

BY HAND

Re: ⁰²⁶¹⁴³⁴⁻⁵ PEGASUS RESOURCE COMPANY
Merging ~~PYXIS~~ ⁰²⁶¹⁰⁰⁸⁻⁷ RESOURCES COMPANY

901221-0512

901221-0513 CPYWK.

901221-0514 CPYWK.

Gentlemen:

Pursuant to instructions of counsel, we enclose for filing on behalf of the above corporation documents indentified below:

- | | | |
|---|--|--|
| <input type="checkbox"/> Incorporation | <input type="checkbox"/> Qualification | <input type="checkbox"/> Withdrawal |
| <input type="checkbox"/> Amendment: | <input checked="" type="checkbox"/> Merger: | <input type="checkbox"/> Change of Agent/Office |
| <input type="checkbox"/> Domestic | <input checked="" type="checkbox"/> Domestic | <input type="checkbox"/> Domestic |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Foreign | <input type="checkbox"/> Foreign |
| <input type="checkbox"/> Disolution | | <input checked="" type="checkbox"/> Other: 4 certified copies of merger docs & 1 certificate of Fact |
| <input type="checkbox"/> Statement of Intent | | Re: Merger ← |
| <input type="checkbox"/> Certificate of Dissolution | | |

12-21-90
CH
CPYWK.

Check(s) in payment of the required fees are enclosed. I would appreciate you telephoning me should there be a problem with this filing and to advise me when the evidence is available to be picked up by our messenger.

FF 25.00
4 Certified copies 32.00
1 Certificate of Fact 6.00
63.00

Thank you for your assistance in this regard.

Very truly yours,

Leslie M. Chappell
Leslie M. Chappell
Assistant to Edward R. Parker
12/21/90

*Domestic Merger of
Pyxis Resources Company
(a Va. Corp.)*

into URGENT - PLEASE EXPEDITE COUNSEL HAS TOLD US THAT THIS MUST BE FILED ON 12/21/90

PEGASUS RESOURCE COMPANY

*(a Va. corp + the surviving corp. + amend
Name change to*

EXPEDITE Pyxis Resources Company

CIS20445

SW2LU2

CISM0180

CIS
CORPORATE DATA INQUIRY

12/21/90

11:57:58

CORP ID: 0261434 - 5 STATUS: 00 ACTIVE
CORP NAME: PEGASUS RESOURCE COMPANY

STATUS DATE: 09/21/84

DATE OF CERTIFICATE: 09/24/84 PERIOD OF DURATION: INDUSTRY CODE: 00
STATE OF INCORPORATION: VA VIRGINIA STOCK INDICATOR: S STOCK
MERGER INDICATOR: S SURVIVOR MONITOR INDICATOR:
GOOD STANDING INDICATOR: Y CASE STATUS: HEARING DATE:
CHARTER FEE: CASE NO:
R/A NAME: EDWARD R. PARKER

STREET: 5511 STAPLES MILL ROAD

CITY: RICHMOND

STATE : VA ZIP: 23228

R/A STATUS: A ATTORNEY

EFF. DATE: 09/24/84 LOC.: 143

ACCEPTED AR#: 090 23 1687 DATE: 04/02/90

HENRICO COUNTY

CURRENT AR#: 090 23 1687 DATE: 04/02/90 STATUS: A ASSESSMENT INDICATOR: 0

YEAR FLES PENALTY INTEREST TAXES BALANCE TOTAL SHARES
90 50.00 ✓ 100

COMMAND: COMMON

4B a

NUM

FEE PD.
90 1101 0290
\$ 0.00 CF PD.

12-21-90
JH

SURVIVOR

CIS20445
SW2LU2

CISM0180

CIS
CORPORATE DATA INQUIRY

12/21/90
13:25:46

CORP ID: 0261008 - 7 STATUS: 00 ACTIVE
CORP NAME: PYXIS RESOURCES COMPANY

STATUS DATE: 09/11/84

DATE OF CERTIFICATE: 09/12/84 PERIOD OF DURATION: INDUSTRY CODE: 00
STATE OF INCORPORATION: VA VIRGINIA STOCK INDICATOR: S STOCK
MERGER INDICATOR: MONITOR INDICATOR:
GOOD STANDING INDICATOR: Y CASE STATUS: HEARING DATE:
CHARTER FEE: CASE NO:
R/A NAME: EDWARD R. PARKER

STREET: 5511 STAPLES MILL ROAD

CITY: RICHMOND

STATE : VA ZIP: 23228

R/A STATUS: A ATTORNEY

EFF. DATE: 05/08/86 LOC.: 143

ACCEPTED AR#: 090 23 1693 DATE: 04/02/90

HENRICO COUNTY

CURRENT AR#: 090 23 1693

DATE: 04/02/90

STATUS: A ASSESSMENT INDICATOR: 6

YEAR FEES PENALTY

INTEREST

TAXES

BALANCE

TOTAL SHARES

90 50.00

COMMAND: 100 COMMON

4B= a

NUM

FEES PD.

88 114 0096

12-21-90

CH

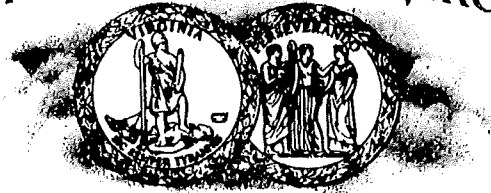
COMMONWEALTH OF VIRGINIA

PRESTON C. SHANNON
CHAIRMAN

THEODORE V. MORRISON, JR.
COMMISSIONER

THOMAS P. HARWOOD, JR.
COMMISSIONER

WILLIAM J. BRIDGE
CLERK OF THE COMMISSION
P. O. BOX 1197
RICHMOND, VIRGINIA 23209



STATE CORPORATION COMMISSION

December 21, 1990

Leslie M. Chappell
C T Corporation System
5511 STAPLES MILL ROAD
RICHMOND, VA 23228

RE: PYXIS RESOURCES COMPANY
ID: 0261434 - 5
DCN: 90-12-21-0512

This is your receipt for \$25.00 covering the fees for filing articles of merger with this office.

The effective date of the certificate of merger is December 21, 1990.

Sincerely yours,

William J. Bridge

William J. Bridge
Clerk of the Commission

MERGACPT
CIS20436

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

December 21, 1990

The State Corporation Commission has found the accompanying articles submitted on behalf of

PYXIS RESOURCES COMPANY

to comply with the requirements of law. Therefore, it is ORDERED that this

CERTIFICATE OF MERGER

be issued and admitted to record with the articles in the office of the Clerk of the Commission.

PYXIS RESOURCES COMPANY

are merged into PYXIS RESOURCES COMPANY (formerly PEGASUS RESOURCE COMPANY), which will continue to be a corporation existing under the laws of the State of VIRGINIA with the corporate name PYXIS RESOURCES COMPANY. The existence of all non-surviving corporations will cease, according to the plan of merger.

The certificate is effective on December 21, 1990.

STATE CORPORATION COMMISSION

By



Commissioner

MERGACPT
CIS20436
90-12-21-0512

ARTICLES OF MERGER
 OF
 PYXIS RESOURCES COMPANY
 INTO
 PEGASUS RESOURCE COMPANY

Pursuant to the provisions of Title 13.1, Chapter 9, Article 12, of the Code of Virginia, Pyxis Resources Company, a Virginia corporation, and Pegasus Resource Company, a Virginia corporation, adopt the following articles of merger:

1. The plan of merger is set forth as Annex A hereto.

2. The plan of merger was submitted to the shareholders by the board of directors in accordance with the provisions of Chapter 9 of Title 13.1 of the Code of Virginia and:

(i) the designation, number of outstanding shares and number of votes entitled to be cast by each voting group entitled to vote separately on the plan as to each corporation were:

<u>Name of Corporation</u>	<u>Designation</u>	<u>Number of Outstanding Shares</u>	<u>Number of Votes Entitled To Be Cast</u>
Pyxis Resources Company	Common	10	10
Pegasus Resource Company	Common	10	10

and

(ii) the total number of votes cast for and against the plan by each voting group entitled to vote separately on the plan was:

<u>Name of Corporation</u>	<u>Voting Group</u>	<u>Total Number of Votes Cast for the Plan</u>	<u>Total Number of Votes Cast Against the Plan</u>
Pyxis Resources Company	Common	10	0
Pegasus Resource Company	Common	10	0

and the number cast for the plan by each voting group was sufficient for approval by that voting group.

The undersigned officers of the merging corporation, and the surviving corporation declare that the facts herein stated are true as of December 17, 1990.

PYXIS RESOURCES COMPANY

By Garold R. Spindler
Garold R. Spindler
Chairman and President

PEGASUS RESOURCE COMPANY

By Garold R. Spindler
Garold R. Spindler
President

PLAN OF MERGER
OF
PYXIS RESOURCES COMPANY
INTO
PEGASUS RESOURCE COMPANY

PLAN OF MERGER providing for the merger of PYXIS RESOURCES COMPANY, a corporation organized and existing under the laws of the Commonwealth of Virginia (the "Merging Corporation"), into PEGASUS RESOURCE COMPANY, a corporation organized and existing under the laws of the Commonwealth of Virginia (the "Surviving Corporation").

The terms and conditions of the merger shall be as follows:

1. The Surviving Corporation shall merge the Merging Corporation into itself, and the Merging Corporation shall merge into the Surviving Corporation, effective upon the date when the merger becomes effective in accordance with applicable law (the "Effective Date").

2. The Restated Articles of Incorporation of the Surviving Corporation, as in effect on the Effective Date, shall continue in full force and effect as the Restated Articles of Incorporation of the Surviving Corporation with the exception that Article First shall be amended to read in its entirety at follows:

"FIRST. The name of the Corporation is
Pyxis Resources Company."

3. The bylaws of the Surviving Corporation, as in effect on the Effective Date, shall continue in full force and effect as the bylaws of the Surviving Corporation.

4. Each share of capital stock and any rights to acquire shares of the Surviving Corporation, which shall be issued and outstanding on the Effective Date, shall remain issued and outstanding.

5. Each share of capital stock and any rights to acquire shares of the Merging Corporation, which shall be issued and outstanding on the Effective Date, shall be

canceled and retired as of the Effective Date, and after the Effective Date the sole shareholder of the Merging Corporation shall surrender to the Surviving Corporation for cancellation all certificates representing shares of capital stock of the Merging Corporation.

6. The directors and officers of the Surviving Corporation on the Effective Date shall continue to serve after the Effective Date in accordance with the bylaws of the Surviving Corporation.

7. On the Effective Date, the merger shall take effect, and the Surviving Corporation shall succeed to the rights and liabilities of the Merging Corporation, in accordance with applicable law. Without limiting the generality of the foregoing, upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the Merging Corporation shall be transferred to, vested in and devolve upon the Surviving Corporation without further act or deed and all property, rights and every other interest of the Surviving Corporation and the Merging Corporation shall be as effectively the property of the Surviving Corporation as they were of the Surviving Corporation and the Merging Corporation, respectively. The Merging Corporation hereby agrees from time to time, as and when requested by the Surviving Corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of any property of the Merging Corporation acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof, and the proper officers and directors of the Merging Corporation and the proper officers and directors of the Surviving Corporation are fully authorized in the name of the Merging Corporation or otherwise to take any and all such action.