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MERGER OR SHARE EXCHANGE

Encore Acquisition I Corp.

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**ARTICLES OF MERGER
 MERGING
 OCMULGEE CONSULTING, INC.
 (a Florida corporation),
 WITH AND INTO
 ENCORE ACQUISITION I CORP.
 (a Delaware corporation)**

*In accordance with the provisions
 of Section 607.1104
 of the Business Corporation Act
 of the State of Florida*

*eff date
 12-31-04*

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Pursuant to the provisions of the Florida Business Corporation Act, the domestic wholly-owned subsidiary business corporation and the foreign parent business corporation herein named do hereby adopt the following Articles of Merger.

FIRST: Annexed hereto and made a part hereof is the Plan of Merger for the purposes of merging Ocmulgee Consulting, Inc., a Florida corporation (the "Subsidiary") with and into Encore Acquisition I Corp., a Delaware corporation (the "Parent") as approved by the Board of Directors of the Parent on December 28, 2004 (the "Merger").

SECOND: The merger of the Subsidiary with and into the Parent is permitted by the laws of the jurisdiction of organization of the Parent and has been authorized in compliance with said laws. The date of adoption of the Plan of Merger by the Board of Directors of the Parent Corporation was December 28, 2004.

THIRD: Shareholder approval was not required for the merger.

FOURTH: The Merger shall become effective on December 31, 2004.

[SIGNATURE TO FOLLOW]

IN WITNESS WHEREOF, the undersigned, for the purpose of effectuating the Merger, pursuant to the Business Corporation Act of the State of Florida have hereunto signed these Articles of Merger this 29th day of December, 2004.

Encore Acquisition I Corp.,
a Delaware corporation

By: 

Name: Gene P. Jones
Title: Vice President

Ocmilgee Consulting, Inc.,
a Florida corporation

By: 

Name: Gene P. Jones
Title: Vice President

**PLAN OF MERGER
OF
OCMULGEE CONSULTING, INC.
(a Florida corporation),
WITH AND INTO
ENCORE ACQUISITION I CORP.
(a Delaware corporation)**

*In accordance with the provisions
of Section 607.1104
of the Business Corporation Act
of the State of Florida*

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1. Encore Acquisition I Corp., which is a business corporation of the State of Delaware and is the parent corporation (the "Parent") and the owner of all of the outstanding shares of Ocmulgee Consulting, Inc., which is a business corporation of the State of Florida and the subsidiary corporation (the "Subsidiary"), hereby merges the Subsidiary into the Parent pursuant to the provisions of the Florida Business Corporation Act and pursuant to the provisions of the laws of the jurisdiction of organization of the State of Delaware.

2. The separate existence of the Subsidiary shall cease at the effective time and date of the merger pursuant to the provisions of the Florida Business Corporation Act; and the Parent shall continue its existence as the "Surviving Corporation" pursuant to the provisions of the laws of the jurisdiction of its organization.

3. The issued shares of the Subsidiary shall not be converted in any manner, but each said share which is issued immediately prior to the effective time and date of the merger shall be surrendered and extinguished.

4. The Board of Directors and the proper officers of the Parent are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.