

Item 1.01 Entry into a material definitive agreement

On November 29, 2008, AmeriResource Technologies, Inc., (“Company”), a Delaware corporation, approved and entered into a Stock Exchange Agreement (“Agreement”) with Midnight Holdings Group, Inc., (MHGI), a Delaware Corporation. Pursuant to the Agreement the Company will be acquiring forty-one (41%) percent of the MHGI’s issued and outstanding Convertible Preferred Series A Stock in exchange for Two Hundred Fifty Thousand (250,000) shares of the Company’s Preferred Series E Convertible Stock.

The closing of the share exchange will occur within ten (10) days of the successful completion of MHGI 1934 Exchange Act filings with the SEC including the filing of the Form 10K for the fiscal year-ends December 31, 2007 and 2008, and all quarterly filings on Form 10-Qs for the 2007, 2008 and through the closing in 2009. In accordance with the Agreement, AmeriResource will manage MHGI’s filings and financial update process. Upon the Effective Closing Date, MHGI will become an operating subsidiary of AmeriResource.

ITEM 9.01 Financial Statements and Exhibits

(d) Exhibits No.	DESCRIPTION
10.	<u>Stock Exchange Agreement between AmeriResource Technologies, Inc. and Midnight Holdings Group, Inc.</u>

SIGNATURES

Pursuant to the requirement of the Securities Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated this 3rd day of December, 2008.

AmeriResource Technologies, Inc.

/s/ Delmar Janovec

By: Delmar Janovec, President