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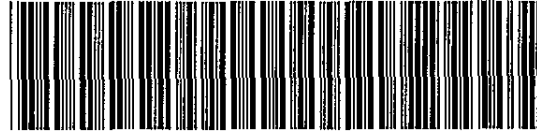
(Business Entity Name)

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
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**CORPORATE
ACCESS,
INC.**

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

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Articles

1.) *Beeline Petroleum Inc.*
(CORPORATE NAME & DOCUMENT #)

2.)
(CORPORATE NAME & DOCUMENT #)

3.)
(CORPORATE NAME & DOCUMENT #)

4.)
(CORPORATE NAME & DOCUMENT #)

5.)
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

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STATE
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**Articles of Incorporation
of
BEELINE PETROLEUM INC.**

Article I
Name

BeeLine Petroleum, Inc.
6906 Pioneer Road
West Palm Beach, FL 33413

Article II
Duration

This corporation shall have perpetual existence.

Article III
Purpose

This corporation is organized for the transaction of any and all lawful business as allowed under the laws of the State of Florida with respect to corporations, as those now exist or as they may hereafter provide.

Article IV
Capital Stock

This organization is authorized to issue 1000 shares of **ONE DOLLAR**, (\$1.00) par value common stock.

Article V
Initial Registered Office and Agent

The street address of the initial registered office of this corporation is:
6906 Pioneer Road, West Palm Beach, Florida 33413
The name of the initial registered agent of this corporation is:
Akram Ayesh

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Article VI
Incorporators

The name and address of the person signing these articles is:

Akram Ayesh
6906 Pioneer Road
West Palm Beach, Florida 33413

Article VII
Powers

This corporation shall have all of the corporate powers enumerated in Florida Statutes Section 607.0302.

Article VIII
Indemnification

This corporation shall to the fullest extent permitted by the provisions of Florida Statutes 607.0850, as the same may be amended and supplemented, indemnify under said provision from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity while holding such office, and shall inure to the benefit of the heirs executors and administrators of such a person.

Article IX
Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder(s) is subject to this reservation.

Article X
Bylaws

The bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide such bylaw as not being subject to amendment or repeal by the directors.

Article XI
Beginning of Corporate Existence

Corporate existence shall begin upon receipt of Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 3rd day of APRIL, 2004.

Signature _____



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN THIS STATE NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act.

BeeLine Petroleum, Inc. to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation has named Akram Ayesh of 6906 Pioneer Road, West Palm Beach, Florida 33413, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above state corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



Registered Agent

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