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REFYL, INC.

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*Restate Mark Gray
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**RESTATED ARTICLES OF INCORPORATION OF
REFYL, INC.**

ARTICLE I

NAME

The name of this corporation is **REFYL, INC.**

ARTICLE II

NATURE OF BUSINESS

This corporation is organized for the purpose of the sale of liquid propane gas and the refurbishing and exchange of liquid propane gas cylinders for profit and engaging in and transacting any or all lawful business permitted under the laws of the State of Florida or any other state and of the United States.

ARTICLE III

CAPITAL STOCK

This corporation is authorized to issue One Million (1,000,000) shares of Common Stock having a par value of Ten Cents (\$.10) per share, which shares shall be and hereby are designated as "Common Shares". Without action by the stockholders, any or all of the authorized shares may be issued by the corporation from time to time for such consideration as may be fixed by the Board of Directors of this corporation.

The Common Shares shall be divided into two classes for the period specified below. One class shall be Class A Common Stock, which will have all the rights and privileges of Common Shares. A second class shall be Class B Common Stock which shall have all rights and privileges of Common Shares, including one vote per share on each matter submitted for shareholder vote, except (i) upon dissolution of the corporation, the holders of Class B Common Stock will receive 66.667% of all liquidations, distributions or dividends until such holders have received in the aggregate, when

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combined with distributions and dividends previously paid to holders of Class B Common Stock, without interest, an amount equal to four times the aggregate price paid by the original purchasers of Class B Common Stock from this corporation and (ii) upon payment of any distribution or dividend to shareholders, the holders of Class B Common Stock will receive 66.667% of all such distributions or dividends until such holders have received in the aggregate, when combined with distributions and dividends previously paid to holders of Class B Common Stock, without interest, an amount equal to four times the aggregate price paid by the original purchasers of Class B Common Stock from this corporation.

Upon payment to the holders of Class B Common Stock of liquidations, distributions and dividends in the aggregate, when combined with liquidations, distributions and dividends previously paid to holders of Class B Common Stock, without interest, equal to four times the aggregate price paid by the original purchasers of Class B Common Stock from this corporation, the Class A Common Stock and the Class B Common Stock all will be converted automatically into Common Shares, with all holders having equal rights and privileges as a shareholder of this corporation; and all separate classes of Common Stock shall cease to exist, with shares of Class A Common Stock and Class B Common Stock entitling the holder thereof the rights of a holder of Common Shares."

ARTICLE IV

TERM OF EXISTENCE

The term for which this corporation shall exist shall be perpetual, commencing on the date of filing of these Articles.

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ARTICLE V

PRINCIPAL OFFICE OF THE CORPORATION

The principal office of the business of the corporation shall be 3101 Glenwood Ave., Suite 201, Raleigh, NC 27612. The Board of directors may, from time to time, change the principal office and mailing address to any other address in the United States.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation in the State of Florida is 1200 Riverplace Boulevard, Suite 800, Jacksonville, Florida 32207, and the names of the initial registered agent of this corporation at that address is Gerald W. Weedon. The Board of Directors may, from time to time, change the registered agent or move the registered office to any other address in Florida.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) Directors initially. The number of Directors may be increased or diminished, from time to time, by amendment to the Bylaws, but in no event shall the number of Directors be reduced below one (1). The names and addresses of the initial Directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Goodman B. Duke	Post Office Box 268, Mineral, Virginia 23117
Robert E. Duke	20 Crescent Drive Staunton, Virginia 24401
David M. Duke	3201 Glenwood Ave., Raleigh, North Carolina 27612

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ARTICLE VIII
INCORPORATOR

The name and address of the Incorporator of this corporation is:

NAME

ADDRESS

David M. Duke

3201 Glenwood Avenue
Raleigh, North Carolina 27612
Post Office Box 31627
Raleigh, North Carolina 27622

ARTICLE IX
BYLAWS

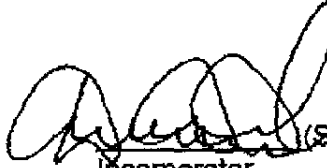
Both the shareholders and the Board of Directors may repeal, amend or adopt Bylaws for the corporation, pursuant to these Articles, except that the shareholders may prescribe in any Bylaws made by them that such Bylaws shall not be altered, repealed or amended by the Board of Directors.

ARTICLE X
AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Both the shareholders and the Board of Directors may repeal, amend or adopt Bylaws for the corporation, pursuant to these Articles, except that the shareholders may prescribe in any Bylaws made by them that such Bylaw shall not be altered, repealed or amended by the Board of Directors.

IN WITNESS WHEREOF, the undersigned Incorporator, being a natural person competent to contract, has hereunto set his hand and affixed his seal this 18th day of April, 2006.

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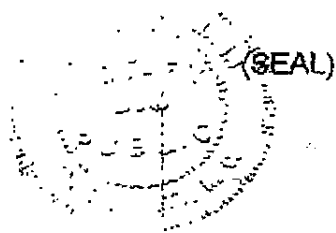

 (SEAL)
 Incorporator

STATE OF NORTH CAROLINA
COUNTY OF *Wake*

The foregoing instrument was acknowledged before me this 18th day of April, 2006, by David M. Duke, who is personally known to me or who has produced as identification and who did (did not) take an oath:



Print Name: Elizabeth C. Mann
 Notary Public, State of North Carolina
 My Commission expires: 12-21-09
 Commission Number: 19943540069



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CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT OF REFYL INC.

Pursuant to Sections 48.091 and 607.034, Florida Statutes, the undersigned, having been designated as the initial Registered Agent for the service of process within the State of Florida upon REFYL, INC., a corporation organized under the laws of the State of Florida, does hereby accept the appointment as such Registered Agent for the above-named corporation, and does hereby agree to comply with the provisions of Section 48.091(2) relative to keeping open the Registered Office of said corporation, which Registered Office is located at 1200 Riverplace Boulevard, Suite 800, Jacksonville, Florida 32207.

IN WITNESS WHEREOF, I, such designated Registered Agent, have hereunto set my hand and seal at Jacksonville, Duval County, Florida, on this 18 day of Apr, 2006.



Registered Agent

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**CERTIFICATE OF REFYL, INC.,
REGARDING RESTATEMENT OF
ARTICLES OF INCORPORATION**

The undersigned, as secretary of Refyl, Inc., hereby certifies that the Restated Articles of Incorporation of Refyl, Inc., does not contain any article which requires shareholder approval and that such restatement was adopted by the Board of Directors of said corporation on April 1, 2006.

STATE OF NORTH CAROLINA
COUNTY OF WAKE

The foregoing instrument was acknowledged before me this 15th day of April, 2006, by David M. Duke, as secretary of Refyl, Inc., who is personally known to me and who did take an oath.

Elizabeth C. Mann
Print Name: Elizabeth C. Mann
Notary Public, State of North Carolina
My Commission expires: 12-31-09
Commission Number: 19943540069

IN WITNESS WHEREOF, the undersigned as secretary of the corporation has hereunto set his hand and the seal of the corporation this 15th day of April, 2006.

David M. Duke

(SEAL)

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