

P96000015529
TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

200001719972
-02/21/96--01006--011
*****78.75 *****78.75

SUBJECT: CENERGY MANAGEMENT OPTIONS CORP.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

Additional Copy Required

FROM: MAGALI R. MEDINA
Name (printed or typed)
6783 VIA REGINA
Address
BOCA RATON, FL. 33433
City, State & Zip
(407) 447 9099
Daytime Telephone number

96 FEB 14 PM 3:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

96 FEB 14 PM 2:40
DIVISION OF CORPORATIONS

RECEIVED

Dmc
2/20/96

NOTE: Please provide the original and one copy of the articles.

Boca Raton, February 4, 1996

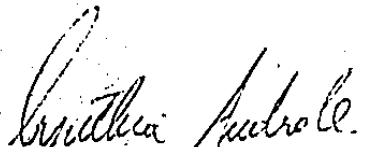
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

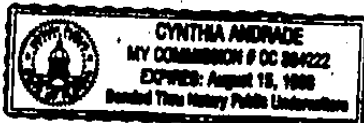
AFFIDAVIT OF RELEASE

I, Megali R Medina the sole incorporator of CENERGY MANAGEMENT OPTIONS CORP, a nonprofit corporation, hereby declare that after the dissolution of this corporation:

- 1) There is no intention of revoking such dissolution, and
- 2) The name of the nonprofit corporation is released and is intended to be used for a for profit corporation that is being incorporated by me at this time.


Megali R Medina
Chairman


2-5-96



ARTICLES OF INCORPORATION

FILED

96 FEB 14 PM 3:07

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

CENERGY MANAGEMENT OPTIONS CORP.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

6783 VIA REGINA, BOCA RATON, FL. 33433

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

ONE HUNDRED (100)

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

**CARLOS R. MEDINA
5100 TOWN CENTER CIRCLE # 450
BOCA RATON, FL. 33486**

ARTICLE V INCORPORATOR(S)

See instructions for officers/directors

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

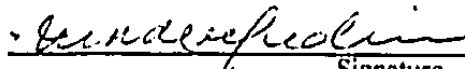
MAGALI R. MEDINA
6783 VIA REGINA
BOCA RATON, FL. 33433

THE PURPOSE OF THE CORPORATION IS:

CONSULTING IN CONTRACT NEGOTIATIONS OF OIL AND RELATED PRODUCTS; PURCHASE AND SALES OF ASSETS; EXPLORATION AND PRODUCTION OF OIL; ENVIRONMENT CLEAN UP AND WASTE MANAGEMENT; OIL SPILLS PREVENTION AND REMEDIATION; OIL PURCHASES AND EXCHANGES (MAINGLY WITH LATIN AMERICA); VENEZUELAN OIL INDUSTRY "OPENNES" AND OUTSOURCING; VENEZUELAN LAWS AND REGULATION ON OIL INDUSTRY; VENEZUELAN LABOR LAW AND ANY OTHER LAWFUL RELATED BUSINESS

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

4 day of FEBRUARY, 19 96.



Signature

Signature

Signature

NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

FILED

96 FEB 14 PM 3:07

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE
UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF
FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED
OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: CENERGY MANAGEMENT OPTIONS CORP.

2. The name and address of the registered agent and office is:

CARLOS R. MEDINA

(NAME)

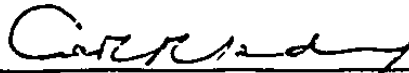
5100 TOWN CENTER CIRCLE # 450

(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

BOCA RATON, FL. 33486

(CITY/STATE/ZIP)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



(SIGNATURE)

2/4/96

(DATE)