

LAW OFFICES  
**MACIA & MACIA**

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*96000104198*

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: Potez Oil, Inc.

Dear Sirs:

Enclosed is the original and one copy of the Articles of Incorporation of ~~Potez~~ *PECO* Oil, Inc. Also enclosed is a check in the amount of \$122.50 payable to the Department of State. Please send me a certified copy of the Articles of Incorporation as soon as possible.

Thank you for your attention to this matter.

Sincerely,

*Federico M. Macia*  
Federico M. Macia, Esq.

Enclosure

*Mr. Macia* GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT *RA Potez*  
DATE *12-30-96*  
DOC. EXAM *Bc*

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*-12/24/96--01024--012*  
*\*\*\*\*122.50 \*\*\*\*122.50*

*12-18-96*

*PECO*

*Rec 12-23*

EFFECTIVE DATE  
*12-18-96*

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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*509*  
*12-22-96*

**ARTICLES OF INCORPORATION  
OF  
PECO OIL, INC.**

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

**Article I - Name**

The name of this corporation shall be: Peco Oil, Inc.

**Article II - Duration**

This corporation shall have perpetual existence.

**Article III - Purpose**

The purpose of this corporation is to engage in any activities or business permitted by the laws of the United States and the State of Florida.

**Article IV - Capital Stock**

The maximum number of shares which this corporation is authorized to have outstanding is 1000 shares of common stock having a par value of \$.01 per share.

**Article V - Registered Agent**

The name and address of the registered agent of the Corporation is:

*Principal*  
Federico M. Maciá, Esq.  
Maciá & Maciá  
848 Brickell Avenue, Suite 601  
Miami, FL 33131

**Article VI - Board of Directors**

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the

**EFFECTIVE DATE**  
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fullest extent permitted by law. The name of each initial member of the Corporation's Board of Directors is:

Werner Potez

#### Article VII - Indemnification

The corporation shall indemnify, to the full extent permitted by law, any officer, director, employee or agent of the corporation, or any former officer, director, employee or agent of the corporation.

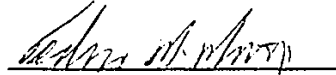
#### Article VIII - Incorporators

The name and street address of the person signing these Articles of Incorporation is:

Federico M. Maciá, Esq.  
Maciá & Maciá  
848 Brickell Avenue, Suite 601  
Miami, FL 33131

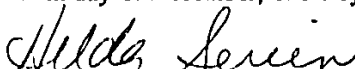
#### Article IX - Corporate Existence

The corporate existence of the Corporation shall begin effective December 18, 1996. The incorporator executed these Articles of Incorporation on December 18, 1996.

  
Federico M. Maciá, Esq.

STATE OF FLORIDA )  
                                  )SS:  
COUNTY OF DADE )

The foregoing Articles of Incorporation of Potez Oil, Inc. were acknowledged before me on this 18th day of December, 1996 by Federico M. Maciá, Esq. as incorporator.

  
NOTARY PUBLIC

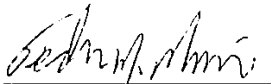
My commission expires: 12/27/98



HILDA SEREIN  
My Commission CC420682  
Expires Dec. 27 1998  
Bonded by HAI  
800-422-1055

### ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for *PECO*Oil, Inc. at the place designated in the Articles of Incorporation, I agree to act in this capacity and agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



Federico M. Maciá, Esq.

DATE: December 18, 1996

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