

P98000054767



UCC FILING & SEARCH SERVICES, INC.
526 East Park Avenue
Tallahassee, FL 32301
(850) 681-6528

HOLD
FOR PICKUP BY
UCC SERVICES

OFFICE USE ONLY (Document #)

670718

400002563194--2
-06/17/98--01085--004
****172.50 ****172.50

CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

List Reserve One

FILED
98 JUN 17 PM 3:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- Walk In
- Mail Out
- Will Wait
- Photocopy

Pick Up Time

- Certified Copy
- Certificate of Status
- Certificate of Good Standing
- ARTICLES ONLY
- ALL CHARTER DOCS

RUSH

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input checked="" type="checkbox"/>	Other - Domestication

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

- Certificate of FICTITIOUS NAME
- FICTITIOUS NAME SEARCH
- CORP SEARCH

RECEIVED
98 JUN 17 PM 12:02
DIVISION OF CORPORATION

Ordered By: _____

P. Hall

JUN 18 1998

Date: _____

Florida Department of State, Sandra B. Mortham, Secretary of State

FILED

CERTIFICATE OF DOMESTICATION

98 JUN 17 PM 3:53

The undersigned, Ronald A. Shuffield, President
(Name) (Title)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

of First Reserve, Inc., a foreign corporation,
(Corporation Name)

in accordance with Florida Statutes, Section 607.1801 does hereby certify:

1. The date on which corporation was first formed was September 7, 1993.
2. The jurisdiction where the above named corporations was first formed, incorporated, or otherwise came into being was Arizona.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was First Reserve, Inc.
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to ss. 607.0202 and 607.0401 with this certificate is First Reserve, Inc.
5. The jurisdiction that constituted the seat, siege, social principal place of business or central administration of the corporation, or any other equivalent thereto under applicable law immediately prior to the filing of the Certificate of Domestication was Arizona.

I am President, of First Reserve, Inc.

and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so this the 10TH day of June 19 98.

First Reserve, Inc.

Ronald A. Shuffield
Ronald A. Shuffield, President

Filing Fee:	\$50.00
Certificate of Domestication	\$122.50
Articles of Incorporation and Certified Copy	\$172.50
Total to domesticate and file	

**ARTICLES OF INCORPORATION
OF
FIRST RESERVE, INC.**

FILED
98 JUN 17 PM 3:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator, signs the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be: FIRST RESERVE, INC. (the "Corporation")

ARTICLE II

The existence of the Corporation shall commence upon the filing of these Articles of Incorporation by the Department of State and shall be perpetual.

ARTICLE III

The Corporation may engage in any and all businesses and activities permitted by the laws of the State of Florida. The Corporation shall have all of the powers vested in a corporation organized under and existing by virtue of such laws.

ARTICLE IV

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 100,000,000 shares of Common Stock with no par value.

ARTICLE V

The initial registered agent and street address of the initial registered office of the Corporation shall be:

A Z Registered Agent Corporation
2601 S. Bayshore Drive
Suite 1600
Miami, Florida 33133

ARTICLE VI

This Corporation shall have four directors initially. The names and addresses of the initial directors of the Corporation, who shall hold office until their successors are elected and qualified or until their earlier resignation or removal from office are:

Allen C. Harper
1360 South Dixie Highway
Coral Gables, Florida 33146

Ronald A. Shuffield
1360 South Dixie Highway
Coral Gables, Florida 33146

James E. Newmeyer
1360 South Dixie Highway
Coral Gables, Florida 33146

Thiery Manni
1360 South Dixie Highway
Coral Gables, Florida 33146

The number of directors may be increased or decreased from time to time pursuant to the Bylaws of the Corporation, but shall not be less than one.

ARTICLE VII

The name and address of the Incorporator of the Corporation is:

A Z Registered Agent Corporation
2601 S. Bayshore Drive
Suite 1600
Miami, Florida 33133

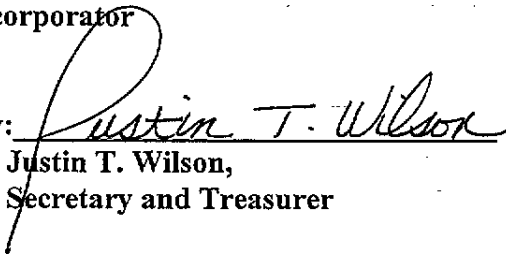
ARTICLE VIII

The principal business and mailing address of the Corporation shall be:

1360 South Dixie Highway
Coral Gables, Florida 33146

EXECUTED at Miami, Florida this 10th day of June, 1998.

**A Z REGISTERED AGENT CORPORATION,
Incorporator**

By: 
Justin T. Wilson,
Secretary and Treasurer

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the Registered Agent of FIRST RESERVE, INC., the undersigned accepts such appointment and agrees to act in such capacity.

DATED this 10th day of June, 1998.

**A Z REGISTERED AGENT CORPORATION,
Registered Agent**

By: Justin T. Wilson
Justin T. Wilson,
Secretary and Treasurer

FILED
98 JUN 17 PM 3:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA