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May 06 1997 8:00am  
Secretary of State

PROFIT  
CORPORATION  
ANNUAL REPORT  
1997



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State  
DIVISION OF CORPORATIONS

DOCUMENT # 267937

(1)

1. Corporation Name

UNITED PETROLEUM, INC.

Principal Place of Business

7305 ROWLETT PARK DR  
TAMPA FL 33610-1141

Mailing Address

7305 ROWLETT PARK DR  
TAMPA FL 33610-1141

3. Date Incorporated or Qualified

04/01/1963

3a. Date of Last Report

05/01/1996

2. Principal Place of Business

2a. Mailing Address

21

Suite, Apt. #, etc.

26

Suite, Apt. #, etc.

22

City & State

27

City & State

23

Zip

Country

28

Zip

Country

24

25

29

30

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

MCRAE, T.D.  
7305 ROWLETT PARK DRIVE  
TAMPA FL 33610

81 Name

82 Street Address (P.O. Box Number is Not Acceptable)

83

84 City

FL

85 Zip Code

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE

Signature, typed or printed name of registered agent and title, if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

|                 |                    |                                 |
|-----------------|--------------------|---------------------------------|
| TITLE           | PD                 | <input type="checkbox"/> DELETE |
| NAME            | MCRAE, T.D.        |                                 |
| STREET ADDRESS  | 19613 DEER LAKE RD |                                 |
| CITY - ST - ZIP | LUTZ FL            |                                 |
| TITLE           | V                  | <input type="checkbox"/> DELETE |
| NAME            | PERGOLA, EVELYN I. |                                 |
| STREET ADDRESS  | 19617 DEER LAKE RD |                                 |
| CITY - ST - ZIP | LUTZ FL            |                                 |
| TITLE           | DAV                | <input type="checkbox"/> DELETE |
| NAME            | MCRAE, PATRICIA A. |                                 |
| STREET ADDRESS  | 19613 DEER LAKE RD |                                 |
| CITY - ST - ZIP | LUTZ FL            |                                 |
| TITLE           | AV                 | <input type="checkbox"/> DELETE |
| NAME            | MCRAE, DOUGLAS     |                                 |
| STREET ADDRESS  | 3106 PERRY AVENUE  |                                 |
| CITY - ST - ZIP | TAMPA FL           |                                 |
| TITLE           | DAS                | <input type="checkbox"/> DELETE |
| NAME            | PERGOLA, JOHN R    |                                 |
| STREET ADDRESS  | 19617 DEER LAKE RD |                                 |
| CITY - ST - ZIP | LUTZ FL            |                                 |
| TITLE           |                    | <input type="checkbox"/> DELETE |
| NAME            |                    |                                 |
| STREET ADDRESS  |                    |                                 |
| CITY - ST - ZIP |                    |                                 |

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

|                     |   |
|---------------------|---|
| 1.1 TITLE           | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| 1.2 NAME            |   |
| 1.3 STREET ADDRESS  |   |
| 1.4 CITY - ST - ZIP |   |
| 2.1 TITLE           | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| 2.2 NAME            |   |
| 2.3 STREET ADDRESS  |   |
| 2.4 CITY - ST - ZIP |   |
| 3.1 TITLE           | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| 3.2 NAME            |   |
| 3.3 STREET ADDRESS  |   |
| 3.4 CITY - ST - ZIP |   |
| 4.1 TITLE           | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| 4.2 NAME            |   |
| 4.3 STREET ADDRESS  |   |
| 4.4 CITY - ST - ZIP |   |
| 5.1 TITLE           | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| 5.2 NAME            |   |
| 5.3 STREET ADDRESS  |   |
| 5.4 CITY - ST - ZIP |   |
| 6.1 TITLE           | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| 6.2 NAME            |   |
| 6.3 STREET ADDRESS  |   |
| 6.4 CITY - ST - ZIP |   |

14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE:

*T.D. McRae*  
T.D. McRae 04/10/97

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Daytime Phone #

0356670