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Division of Corporations

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Florida Department of State
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To:

Division of Corporations
Fax Number : (850) 617-6381

From:

Account Name : BAKER & HOSTETLER LLP
Account Number : I19990000077
Phone : (407) 649-4043
Fax Number : (407) 841-0168

FOREIGN PROFIT/NONPROFIT CORPORATION

Tekoil & Gas (Delaware) Corporation

Certificate of Status	1
Certified Copy	1
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DIVISION OF CORPORATION

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MAY - 2 2008
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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

2008 MAY -1 P 12: 16

In compliance with Section 607.1503, Florida Statutes, the following is submitted to the **SECRETARY OF STATE
TALLAHASSEE, FLORIDA**
foreign corporation to transact business in the State of Florida.

1. The name of the corporation is Tekoil & Gas Corporation (the "Corporation").
2. The name of the Corporation in the State of Florida shall be Tekoil & Gas (Delaware) Corporation.
3. The Corporation was incorporated in the State of Delaware on January 2, 2002.
4. The Corporation's Employer Identification Number is 34-2035350.
5. The duration of the Corporation is perpetual.
6. The date the Corporation first transacted business in the State of Florida is the date of the filing of this Application.
7. The principal office address of the Corporation is 25025 I-45 North, Suite 525, The Woodlands, Texas 77380 and the Corporation's mailing address is 200 South Orange Avenue, Suite 2300, Orlando, Florida 32801.
8. The purpose of the Corporation is any and all lawful purposes under Florida law.
9. The name and street address of the Corporation's Registered Agent is:

A.G.C. Co.
200 South Orange Avenue, Suite 2300
Orlando, Florida 32801

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, the undersigned, by and through its duly elected officer, hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties and is familiar with and accepts the obligations of its position as registered agent.

A.G.C. Co.

By: 

Name: JERRY R. LINSCHOTT

Title: Vice President

10. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

11. The names and addresses of the Directors of the Corporation are as follows:

A. DIRECTORS

Chairman: Mark S. Western
5209 Patricia Drive
Orlando, FL 32819

Director: Francis G. Clear
5036 Dr. Phillips Blvd, #292
Orlando, FL 32819

Director: Gerald Goodman
7 Briarwood Road
Rumson, NJ 07760

Director: Richard Creitzman
Flat 7, 22 Elm Park Gardens
London SW10 9NY
United Kingdom

Director: Michael Vosbein
2715 Tannehill Drive
Houston, TX 77008

B. OFFICERS

President/
CEO: Mark S. Western
5209 Patricia Drive
Orlando, FL 32819

COO: Francis G. Clear
5036 Dr. Phillips Blvd, #292
Orlando, FL 32819

CFO: Gerald Goodman
7 Briarwood Road
Rumson, NJ 07760

EVP: Michael Vosbein
2715 Tannehill Drive
Houston, TX 77008

Executed this 30th day of April, 2008.

By: 
Mark S. Western, President

Delaware

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TEKOIL & GAS CORPORATION" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIRST DAY OF MAY, A.D. 2008.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "TEKOIL & GAS CORPORATION" WAS INCORPORATED ON THE SECOND DAY OF JANUARY, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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You may verify this certificate online
at corp.delaware.gov/authver.shtml



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6561813

DATE: 05-01-08