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BERGER DAVIS & SINGERMANN
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Facsimile Transmittal Coversheet

DATE: December 7, 1999
FIRM/COMPANY: DIVISION OF CORPORATIONS
ATTENTION: ELECTRONIC FILING
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United Petroleum Group, Inc.

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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. UNITED PETROLEUM GROUP, INC.

(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. DELAWARE

(State or country under the law of which it is incorporated)

3. 62-1798715

(FEI number, if applicable)

4. 9/27/99

(Date of incorporation)

5. PERPETUAL

(Duration: Year corp. will cease to exist or "perpetual")

6. SUBSEQUENT TO THE FILING OF THIS APPLICATION

(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 5800 N.W. 74 AVENUE

MIAMI, FL 33166

(Current mailing address)

8. TO TRANSACT ANY AND ALL LAWFUL BUSINESS FOR WHICH CORPORATIONS MAY BE INCORPORATED UNDER THE LAWS OF THE STATE OF FLORIDA

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: JOSE P. BARED

Office Address: 5800 N.W. 74 AVENUE

MIAMI, FL, Florida, 33166 (Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

(Registered agent's signature)

11. 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.

12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

Prepared by:

Daniel Lampert, Esq.
Berger Davis & Singerman
200 S. Biscayne Blvd., #1000
Miami, FL 33131
Tel. No. 305-755-9500, FL Bar No. 282456
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A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

JOSE P. BARED

Address: _____

5800 N.W. 74 AVENUE

MIAMI, FL 33166

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: _____

JOSE P. BARED

Address: _____

5800 N.W. 74 AVENUE

MIAMI, FL 33166

Vice President: _____

CARLOS BARED

Address: _____

5800 N.W. 74 AVENUE

MIAMI, FL 33166

Secretary: _____

CARLOS BARED

Address: _____

5800 N.W. 74 AVENUE

MIAMI, FL 33166

Treasurer: _____

CARLOS BARED

Address: _____

5800 N.W. 74 AVENUE

MIAMI, FL 33166

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. _____

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. _____

JOSE P. BARED, PRESIDENT

(Typed or printed name and capacity of person signing application)

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ADDENDUM

B. OFFICERS

Vice President: Maurice E. Bared
5800 NW 74th Avenue
Miami, FL 33166

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**WRITTEN CONSENT OF
SOLE DIRECTOR
OF
UNITED PETROLEUM GROUP, INC.**

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Pursuant to Subchapter IV, Section 141, of the Delaware General Corporation Law, the undersigned, being the sole Director of United Petroleum Group, Inc., a Delaware corporation ("Corporation"), hereby takes and adopts the following actions in writing, in lieu of a formal meeting therefor, and all statutory and bylaw requirements pertaining to the time, manner and place of same, as well as all notice requirements relating thereto, are hereby waived:

1. Qualification in the State of Florida

WHEREAS, the Corporation desires to conduct business in the State of Florida; and

WHEREAS, the corporate name "United Petroleum Group, Inc." is not available for use in the State of Florida; and

WHEREAS, the Corporation desires to use the name "UPET Group, Inc." in the State of Florida.

NOW, THEREFORE, BE IT

RESOLVED, that the proper Officers of the Corporation are hereby authorized and directed to execute whatever other documents and perform whatever other acts are necessary or appropriate to effectuate the foregoing.

2. Fictitious Name

WHEREAS, the sole Director of the Corporation has determined that the Corporation should do business in the State of Florida under the fictitious name of "Farm Stores."

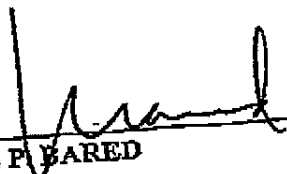
NOW, THEREFORE, BE IT

RESOLVED, that the proper Officers of the Corporation are hereby authorized and directed to have the above fictitious name published once in the Miami Daily Business Review, and have said fictitious name filed with the Florida Department of State; and be it

FURTHER RESOLVED, that the proper Officers of the Corporation are hereby authorized and directed to execute whatever other documents and perform whatever other acts are necessary or appropriate to effectuate the foregoing.

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IN WITNESS WHEREOF, the undersigned has executed this Written Consent this 2 day of December, 1999.



JOSE P. EARED
Sole Director

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State of Delaware

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "UNITED PETROLEUM GROUP, INC." 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 THIRTIETH DAY OF NOVEMBER, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 0107906

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DATE: 11-30-99

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