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THE UNITED STATES
CORPORATION
COMPANY

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 598272 100198A

AUTHORIZATION : *Patricia Pignato*

COST LIMIT : \$ 78.75

ORDER DATE : February 23, 2000

ORDER TIME : 11:26 AM

ORDER NO. : 598272-005

CUSTOMER NO: 100198A

CUSTOMER: Kate Cobb, Legal Asst
FOGEL & COHEN ATTORNEYS &
FOGEL & COHEN ATTORNEYS &
Suite 105
2499 Glades Road
Boca Raton, FL 33431

DOMESTIC FILING

NAME: THOMAS BODDIE PETROLEUM CORP.

EFFECTIVE DATE:

000003144610--7

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Erika Carlson

EXAMINER'S INITIALS:

PH 2/23/2000
RECEIVED
00 FEB 23 PM 12:09
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
THOMAS BODDIE PETROLEUM CORP.

The undersigned incorporator does hereby make, subscribe, file and acknowledge these Articles of Incorporation for the purpose of organizing a corporation under the Florida Business Corporation Act.

ARTICLE I: NAME OF CORPORATION

The name of the Corporation shall be Thomas Boddie Petroleum Corp.

ARTICLE II: PURPOSE

The purpose for which this Corporation is organized is to engage in any lawful activity or to transact any lawful business for which corporations may be incorporated pursuant to the Florida Business Corporation Act, Chapter 607, Florida Statutes, as amended.

ARTICLE III: PRINCIPAL OFFICE

The principal office and mailing address of the Corporation is 1200 N. Federal Highway, Suite 200, Boca Raton, FL. 33432.

ARTICLE IV: TERM OF EXISTENCE

The Corporation shall exist perpetually.

ARTICLE V: CAPITAL STOCK

The total authorized capital stock of the corporation shall be Ten Thousand (10,000) shares of common stock having a par value of \$.01 per share.

ARTICLE VI: REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Corporation is 1200 N. Federal Highway, Suite 200, Boca Raton, FL. 33432.

The name of the initial registered agent at that address is Bruce Boddie.

ARTICLE VII: BOARD OF DIRECTORS

The business of the Corporation shall be managed by its board of directors, the number of which shall be determined in accordance with the Corporation's bylaws. Initially the board of directors shall consist of two (2) members, the name and address of whom is:

<u>NAME</u>	<u>ADDRESS</u>
Salim Thomas	1200 N. Federal Highway, Suite 200 Boca Raton, FL. 33432
Bruce Boddie	1200 N. Federal Highway, Suite 200 Boca Raton, FL. 33432.

ARTICLE VIII: PREEMPTIVE RIGHTS

Holders of common stock of the Corporation shall have the right to subscribe for and purchase their pro rata shares of any new common stock which may be issued by the Corporation at the price at which the new common stock is offered to others.

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TALLAHASSEE, FLORIDA

ARTICLE IX: INCORPORATOR

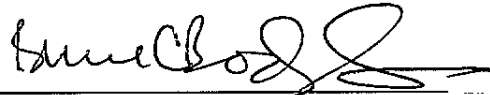
The name and address of the person signing these Articles of Incorporation as Incorporator is: _____

Bruce Boddie

1200 N. Federal Highway, Suite 200

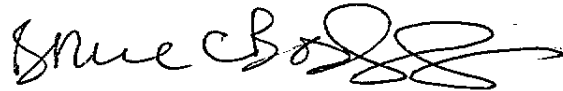
Boca Raton, Florida 33432

IN WITNESS WHEREOF, the undersigned Incorporator executed these Articles of Incorporation
this 22 day of February, 2000.



Bruce Boddie

The undersigned, named as the registered agent in Article VI of these Articles of Incorporation, hereby accepts the appointment as such registered agent, and acknowledges that she is familiar with and accepts the obligations imposed upon registered agents under the Florida Business Corporation Act, including specifically Section 607.325.



Bruce Boddie