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May 3, 2000

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-05/08/00-01077-013
*****78.75 *****78.75

Re: Automated Fuel Corporation

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for Automated Fuel Corporation, along with our check in the amount of \$78.75 to cover the costs of filing same.

Should you have any questions, please do not hesitate to contact the undersigned.

Sincerely,



Donna Shaffer
Legal Assistant to
Raymond L. Robinson, Esq.

enclosures

FILED
2000 MAY -8 PM 3:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AR 5/9

**ARTICLES OF INCORPORATION
OF
AUTOMATED FUEL CORPORATION**

I, the undersigned incorporator of this corporation under Florida Statutes 607, as amended, adopt the following Articles of Incorporation.

ARTICLE I

Name and Address of Corporation

The name of this corporation shall be Automated Fuel Corporation

The principal place of business and address is 19655 East Country Club Drive, Suite 6-602, Aventura, Florida 33180.

ARTICLE II

Duration

The duration of the corporation shall be perpetual. The date and time of the commencement of the corporate existence of the corporation shall be upon filing these Articles of Incorporation with the Secretary of State, State of Florida.

ARTICLE III

Purpose

The general nature of the business and the objects and purposes to be transacted, promoted, or carried on by the corporation are to engage in any lawful act, activity or business for which corporations may be organized under the laws of the State of Florida. Additionally, the corporation shall have all of the powers vested in a corporation organized under and existing by virtue of the laws of the State of Florida.

ARTICLE IV

Capital Stock

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 1000 shares of common stock with a par value of one dollar (\$1.00) per share.

ARTICLE V

Voting Rights

Except as otherwise provided by law, the entire voting power for the election of directors and all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE VI
Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII
Registered Agent and Office

The name and office address of this corporation's initial registered agent is Raymond L. Robinson, Esq., Robinson & Associates, P.A., 1501 Venera Avenue, Suite 300, Coral Gables, Florida 33146.

ARTICLE VIII
Incorporator

The name and address of the incorporator is:

NAME:

Kingsley A. McCallum, Jr.

ADDRESS:

19655 East Country Club Drive
Suite 6-602
Aventura, Florida 33180

ARTICLE IX
Board of Directors

The initial number of directors of this corporation shall be two (2). The number of Directors may be increased [or decreased] from time to time by resolution of the majority of the Stockholders but shall never be less than one.

The names and addresses of the initial member(s) of the first Board of Directors who, subject to the provisions of the Certificate of Incorporation, the By-Laws and corporation laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified, are:

NAME:

Kingsley A. McCallum, Jr.

ADDRESS:

19655 East Country Club Drive
Suite 6-602
Aventura, Florida 33180

Kingsley A. McCallum, III

19655 East Country Club Drive
Suite 6-602
Aventura, Florida 33180

ARTICLE VIII
Officers and Address

The initial officer(s) and corporate address are as follows:

<u>NAME:</u>	<u>TITLE:</u>	<u>ADDRESS:</u>
Kingsley A. McCallum, Jr.	Chief Executive Officer	19655 East Country Club Drive Suite 6-602 Aventura, Florida 33180
Kingsley A. McCallum, III	President/Secretary	19655 East Country Club Drive Suite 6-602 Aventura, Florida 33180

ARTICLE IX
Subscribers

The name and address of the subscriber of these Articles of Incorporation are as follows:

<u>NAME:</u>	<u>ADDRESS:</u>
Kingsley A. McCallum, III	19655 East Country Club Drive Suite 6-602 Aventura, Florida 33180

ARTICLE X
Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI
Amendments

The corporation shall have the further right and power to:

From time to time determine whether and to what extent and at what times and places, and under what conditions and regulations, the accounts and books of this corporation (other than the stock book), or any of them, shall be open to inspection of stockholders; and no stockholder shall have any right of inspecting any account book or document of this corporation except as conferred

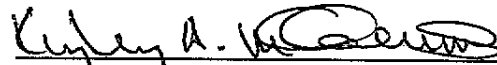
by statute, unless authorized by a resolution of the stockholders or Board of Directors.

The corporation may in its By-laws confer powers upon its Board of Directors or officers, in addition to the foregoing and in addition to the powers authorized and expressly conferred by statute.


Both stockholders and directors shall have power, if the By-laws so provide, to hold their respective meetings, and to have one or more offices within or without the State of Florida, and to keep the books of this corporation (subject to the provisions of the Statutes of the State of Florida) outside the state of Florida, at such places as may from time to time be designated by the Board of Directors.

The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in the State of Florida, this 3 day of May, 2000.


Kingsley A. McCallum, III, Incorporator

Having been designated as the registered agent in the above and foregoing articles, I am familiar with and accept the obligations of the position.

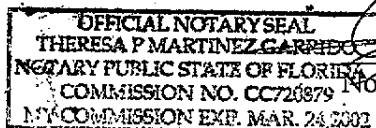

Raymond L. Robinson, Esq.
Registered Agent

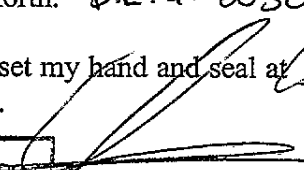
STATE OF FLORIDA)
) ss
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared Kingsley A. McCallum, III, who is to me known to be the person described in and who executed the foregoing Articles of Incorporation as a Incorporator and he acknowledged to and before me that he executed the same for the uses and purposes therein mentioned and set forth. D.L. # 005001881 Louisiana

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Coral Gables in the said County and State, this 3 day of May, 2000.

My Commission Expires:




Notary Public, State of Florida

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM**

PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED;

THAT **AUTOMATED FUEL CORPORATION**, DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT **19655 East Country Club Drive, Suite 6-602, Aventura, Florida 33180** HAS NAMED **RAYMOND L. ROBINSON, ESQ.**, LOCATED AT **Robinson & Associates, P.A., 1501 Venera Avenue, Suite 300, Coral Gables, Fl 33146**, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

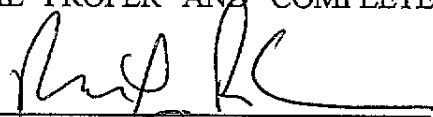


Signature: Kingsley A. McCallum, III.

Dated 5/3/00

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

Signature



Raymond L. Robinson, Esq.

Title: Registered Agent

Dated

5/3/00