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Larsh Accounting Services
Independent Accountants

August 30th, 2000

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

FILED
00 SEP -5 AM 10:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

500003382305---0

RE: ATLAS PETROLEUM CORPORATION

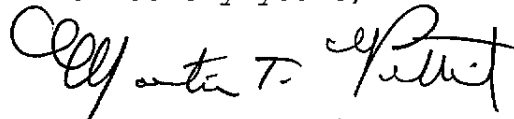
09/05/00--01134--012
*****78.75 *****78.75

Dear Sir or Madame:

Enclosed please find an original and one copy of the Articles of Incorporation for the above captioned corporation and a check in the amount of \$78.75. Kindly return the certified copy and address all further communications to:

Martin T. Pettit
LARSH ACCOUNTING SERVICES
2211 S.W. 27th Way
Coconut Grove, Florida 33133 - 3120
Tel.: (305) 696 - 3491

Sincerely yours,


Martin T. Pettit

MTP/s
Encls.

2211 S.W. 27th Way, Coconut Grove, Florida 33133 - 3120
Telephone: (305) 696 - 3491 // Fax: (305) 856 - 8263



ARTICLES OF INCORPORATION
OF
ATLAS PETROLEUM CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Act, hereby adopts the following Articles of Incorporation.

ARTICLE I. - NAME

The name of the corporation shall be:

ATLAS PETROLEUM CORPORATION

ARTICLE II. - PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation shall be:

2211 S.W. 27th Way
Coconut Grove, Florida 33133 - 3120

ARTICLE III. - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

One Thousand (1,000) Shares

ARTICLE IV. - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

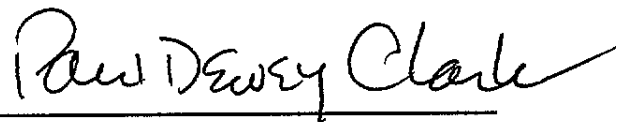
Paul Dewey Clark
2211 S.W. 27th Way
Coconut Grove, Florida 33133 - 3120

ARTICLE V. - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Paul Dewey Clark
2211 S.W. 27th Way
Coconut Grove, Florida 33133 - 3120

The undersigned has executed these Articles of Incorporation this 30th day of August 2000.



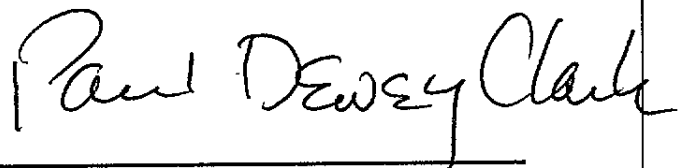
Paul Dewey Clark
PRESIDENT

CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office / registered agent, in the State of Florida.

1. The name of the corporation is: **ATLAS PETROLEUM CORPORATION**

2. The name and address of the registered agent and office is: **PAUL DEWEY CLARK, 2211 S.W. 27TH WAY, COCONUT GROVE, FLORIDA 33133 - 3120.**



PAUL DEWEY CLARK,

PRESIDENT

August 30th, 2000

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

Paul Dewey Clark

PAUL DEWEY CLARK

August 30th, 2000

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