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TRANSMITTAL LETTER

FILED

00 OCT 12 AM 7:58

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

700003422947-9
-10/12/00-01062-001
*****87.50 *****87.50

SUBJECT: PetroNet Exchange Incorporated
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00	\$78.75
Filing Fee	Filing Fee & Certificate of Status

\$78.75	<u>\$87.50</u>
Filing Fee & Certified Copy	Filing Fee, Certified Copy & Certificate of Status
ADDITIONAL COPY REQUIRED	

FROM: Matthew Essig
Name (Printed or typed)

262 Lemon Hill Ct
Address

Altamonte Springs FL 32714
City, State & Zip

407-389-8944
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

D. BROWN OCT 13 2000

**ARTICLES OF INCORPORATION
OF
PETRONET EXCHANGE INCORPORATED**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I - NAME

The name of this Corporation shall be PetroNet Exchange Incorporated, and its principal place of business and mailing address is 262 Lemon Lily Court, Altamonte Springs, Florida 32714.

ARTICLE II - DURATION

The Corporation shall have perpetual existence, commencing on the filing of these Articles.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

The total number of shares of stock which the Corporation shall have authority to issue is Fifty Million (50,000,000) shares, consisting of Thirty Million (30,000,000) shares of Common Stock having a par value of \$0.01 per share and Twenty Million (20,000,000) shares of Preferred Stock having a par value of \$0.05 per share.

The Board of Directors is authorized, subject to limitations prescribed by law and the provisions hereof, to provide for the issuance of the shares of Preferred Stock in series, and by filing a certificate pursuant to the applicable law of the State of Florida, to establish from time to time the number of shares to be included in each such series, and to fix the designation, powers, preferences and rights of the shares of each such series and the qualifications, limitations or restrictions thereof. The authority of the board with respect to each series shall include, but not be limited to, determination of the following:

- (a) the number of shares constituting that series and the distinctive designation of that series;
- (b) the dividend rate on the shares of that series, whether dividends shall be cumulative, and, so, from which date or dates, and the relative right of priority, if any, of payment of dividends on shares of that series;
- (c) whether that series shall have voting rights, in addition to the voting rights provided by law, and, if so, the terms of such voting rights;

- (d) whether that series shall have conversion privileges, and, if so, the terms and conditions of such conversion, including provision for adjustment of the conversion rate in such events as the Board of Directors shall determine; and,
- (e) whether or not the share of that series shall be redeemable, and, if so, the terms and conditions of such redemption, including the date or date upon or after which they shall be redeemable, and the amount per share payable in case of redemption, which amount may vary under different conditions and at different redemption dates.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 262 Lemon Lily Court, Altamonte Springs, Florida 32714, and the name of the initial registered agent of this Corporation at that address is Matthew R. Essig.

ARTICLE VI - BOARD OF DIRECTORS

The business and affairs of the Corporation shall be managed by a Board of Directors. Directors of the Corporation need not be Shareholders of the Corporation and need not be elected by ballot unless required by the Corporation's Bylaws.

ARTICLE VII - INCORPORATOR

The name and address of the incorporator is Matthew R. Essig, 262 Lemon Lily Court, Altamonte Springs, Florida 32714.

ARTICLE VIII - COMMON OR INTERESTED OFFICERS OR DIRECTORS

To the extent permitted by the Act, no contract or transaction between the Corporation and one or more of its Directors or Officers, or between the Corporation and any other Corporation, partnership, association or other organization in which one or more of its Directors or Officers are Directors or Officers or have a financial interest, shall be void or voidable solely for this reason, or solely because the Directors or Officers are present at or participate in the meeting of the Board or Committee thereof which authorizes the contract or transaction, or solely because the Directors or Officers or their votes are counted for such purpose. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the board of Directors or a committee thereof which authorized the contract or transaction.

ARTICLE IX - INDEMNIFICATION

To the extent and in the manner provided by the laws of the State of Florida, the Board of Directors is expressly authorized to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a Director, Officer, employee or agent of the Corporation or is

or was serving at the request of the Corporation as a Director, Officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred.

ARTICLE X - LIABILITY OF DIRECTORS

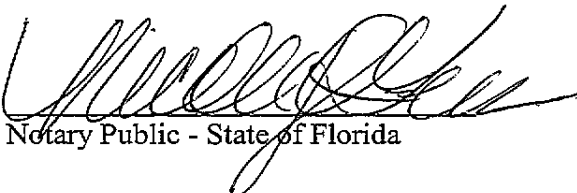
No director of the Corporation shall be personally liable to the Corporation or any of its shareholders for monetary damages for breach of fiduciary duty as a Director, except for liability (a) for any breach of the Director's duty of loyalty to the Corporation or its shareholders; (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (c) under Section 607.0834, *Florida Statutes*; or, (d) for any transaction from which the director derived any improper personal benefit. Neither the amendment nor repeal of this Article XI, nor the adoption of any provision of the Corporation's Certificate of Incorporation inconsistent with this Article XI, shall eliminate or reduce the effect of this Article XI in respect of any matter occurring, or any cause of action, suit or claim that, but for this Article XI, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 5 day of October, 2000.


Matthew R. Essig, Incorporator

STATE OF FLORIDA
COUNTY OF SEMINOLE

The foregoing instrument was acknowledged before me this 5 day of October, 2000, by Matthew R. Essig, who is personally known to me.


Notary Public - State of Florida



Nicole J Ferrara
My Commission CC869243
Expires September 6, 2003

ACCEPTANCE BY REGISTERED AGENT

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.


Matthew R. Essig, Registered Agent

10-05-00
Date

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00 OCT 12 AM 7:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA