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FLORIDA PROFIT CORPORATION OR P.A.

HYDROCARBONS INCORPORATED

Certificate of Status	0
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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

October 27, 2000

ATLAS PEARLMAN

SUBJECT: HYDROCARBONS INCORPORATED
REF: W00000025970

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**ARTICLES OF INCORPORATION
OF
HYDROCARBONS INCORPORATED**

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

**ARTICLE I
CORPORATE NAME**

The name of this Corporation shall be: **HYDROCARBONS INCORPORATED**

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is 2505 Boca Raton Boulevard, Suite 1, Boca Raton, FL 33431.

**ARTICLE III
NATURE OF CORPORATE BUSINESS AND POWERS**

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

ROXANNE K. BEILLY, ESQ., FLA. BAR #851450
Atlas Pearlman, P.A.
350 East Las Olas Boulevard, Suite 1700
Fort Lauderdale, Florida 33301
Phone No.: (954) 763-1200

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ARTICLE IV CAPITAL STOCK

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be twenty million (20,000,000) shares of common stock, par value \$.001 per share, and five million (5,000,000) shares of preferred stock, par value \$.001 per share. Series of the preferred stock may be created and issued from time to time, with such designations, preferences, conversion rights, cumulative, relative, participating, optional, or other rights, including voting rights, qualifications, limitations, or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the creation and issuance of such series of preferred stock as adopted by the Board of Directors pursuant to the authority in this paragraph given.

ARTICLE V TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VI REGISTERED AGENT AND INITIAL REGISTERED OFFICE IN FLORIDA

The street address of the initial registered office of the corporation is 2505 Boca Raton Boulevard, Suite 1, Boca Raton, FL 33431, and the name of its initial registered agent at such address is Richard Gladstone.

ARTICLE VII BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially.

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**ARTICLE VIII
INITIAL DIRECTOR**

The name and address of the initial Director of this Corporation is:

Richard Gladstone
2505 Boca Raton Boulevard, Suite 1
Boca Raton, FL 33431

The person named as initial Director shall hold office for the first year of existence of this Corporation, or until his successor is elected or appointed and has qualified, whichever occurs first.

**ARTICLE IX
INCORPORATOR**

The name and address of the person signing these Articles of Incorporation as the Incorporator is Richard Gladstone, 2505 Boca Raton Boulevard, Suite 1, Boca Raton, FL 33431.

**ARTICLE X
INDEMNIFICATION**

This Corporation may indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

**ARTICLE XI
AFFILIATED TRANSACTIONS**

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

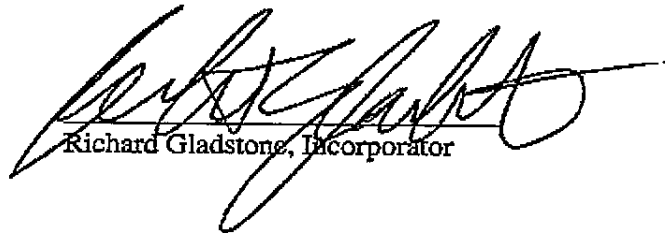
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**ARTICLE XII
CONTROL SHARE ACQUISITIONS**

This Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on the 26th day of October, 2000.



Richard Gladstone, Incorporator

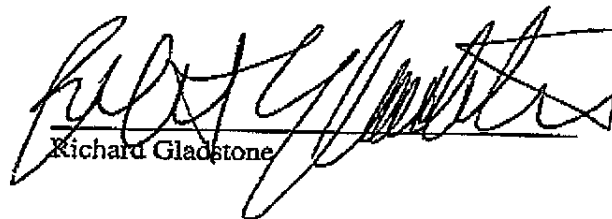
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**CERTIFICATE DESIGNATING REGISTERED AGENT
AND OFFICE FOR SERVICE OF PROCESS**

HYDROCARBONS INCORPORATED, a corporation existing under the laws of the State of Florida with its principal office and mailing address at 2505 Boca Raton Boulevard, Suite 1, Boca Raton, FL 33431, has named Richard Gladstone, 2505 Boca Raton Boulevard, Suite 1, Boca Raton, FL 33431, as its agent to accept service of process within the State of Florida.

ACCEPTANCE:

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.


Richard Gladstone

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