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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : CAPITAL CONNECTION, INC.
Account Number : I20000000257
Phone : (850) 224-8870
Fax Number : (850) 222-1222

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

BAYSIDE PETROLEUM EQUIPMENT, INC.

Certificate of Status	0
Certified Copy	1
Page Count	04
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CAPITAL CONNECTION

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12/11 '00 12:05 NO.943 02/05

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ARTICLES OF INCORPORATION

OF

BAYSIDE PETROLEUM EQUIPMENT INC.

I, SAMUEL CHEYENNE LIPPENCOTT, the undersigned, being of full age, do hereby, for the purpose of forming and organizing a corporation for profit under the provisions of the Corporation Laws of the State of Florida, adopt and declare the following Articles of Incorporation covering the existence and organization of the corporation.

ARTICLE I - NAME

The name of this corporation shall be:

BAYSIDE PETROLEUM EQUIPMENT, INC.,

ARTICLE II - DURATION

The existence of this corporation shall begin upon the filing with the Secretary of State's office, and thereafter the existence of this corporation shall be perpetual.

ARTICLE III - PURPOSE

The general nature of the business to be transacted by this corporation, or the objects or purposes of the corporation shall be as follows:

- a. To engage in the general business of and any other lawful business under the corporate laws of the State of Florida.
- b. To own real and personal property necessary for the rendering of the above services.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of One Dollar (\$1.00) per

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value common stock. Each of the said shares of stock shall entitle the holder thereof to One (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property, or in labor or services at a fair valuation to be fixed by the Board of Directors at a meeting called for such purposes. All stock when issued shall be paid for and shall be non-assessable. The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than thirty (30) persons.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 7828 B Causeway Boulevard, Tampa, Florida 33619, and the name of the initial registered agent of this corporation is: SAMUEL CHEYENNE LIPPENCOTT.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased from time to time by the by-laws. The name and address of the initial director of this corporation is:

SAMUEL CHEYENNE LIPPENCOTT
7828 B. Causeway Boulevard
Tampa, Florida 33619

ARTICLE VII

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE VIII - ISSUANCE OF SHARES

The shares of capital stock of this corporation shall be issued initially to:

100 Shares to Samuel Cheyenne Lippencott

ARTICLE IX - AMENDMENTS

The right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, is reserved unto the shareholders.

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ARTICLE X - SUBSCRIBERS

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

Samuel Cheyenne Lippencott
7828 B. Causeway Boulevard
Tampa, Florida 33619


IN WITNESS WHEREOF, the undersigned subscriber executed these
Articles of Incorporation this 10th day of December, 2000.


SAMUEL CHEYENNE LIPPENCOTT

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, on this 10th day of December, 2000,
personally appeared, SAMUEL CHEYENNE LIPPENCOTT, to me well known to be the
person described or produced FL.DL L152783743344 as identification
and who signed the foregoing Articles of Incorporation, and acknowledged to me that
he executed the same freely and voluntarily, for the uses and purposes therein
expressed.

WITNESS my hand and official seal the date aforesaid.


NOTARY PUBLIC
STATE OF FLORIDA
My Commission # CC 923607
EXPIRES April 4, 2004
Bonded This Notary Public Underwriters

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CAPITAL CONNECTION

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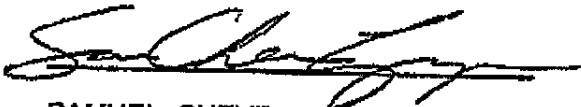
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That **BAYSIDE PETROLEUM EQUIPMENT, INC.**, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 7828 B. Causeway Boulevard, Tampa, Florida 33619, has named **Samuel Cheyenne Lippencott** as its Agent to Accept Service of Process within Florida.



SAMUEL CHEYENNE LIPPENCOTT

TITLE: Subscriber

12/6/00

DATED:

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.

Dated this 6th day of December, 2000



SAMUEL CHEYENNE LIPPENCOTT
Resident Agent

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