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# FLORIDA DEPARTMENT OF STATE Katherine Harris

Secretary of State

January 18, 2001

KEITH E DICKENSON 424 BLACK IRONWOOD DR DELAND, FL 32724

SUBJECT: PETROLEUM MARKETER CONSULTANTS OF AMERICA, LTD

Ref. Number: W01000001415

have received your document for PETROLEUM MARKETER CONSULTANTS OF AMERICA, LTD and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The use of LIMITED or LTD. is not acceptable as a corporate suffix. The name must include a word such as INCORPORATED, INC., CORPORATION, CORP., COMPANY, or CO.

The name of the entity must be identical throughout the document.

The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

The registered agent must sign accepting the designation.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6915.

Pamela Hall Document Specialist

Letter Number: 501A00002979

Please Contract me at 904/740-4806 or 561/301-4567 Thank Koo

ARTICLES OF INCORPORATION

FILED

**OF** 

01 JAN 26 AM 9: 15

SECRETARY OF STATE PETROLEUM MARKETER CONSULTANTS OF AMERICA, CORPALLAHASSEE, FLORIDA

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act hereby adopt the following Articles of Incorporation.

# **ARTICLE I**

# **NAME**

The name of the corporation is:

Petroleum Marketer Consultants of America, Corp.

# **ARTICLE II**

## **DURATION**

The term of existence of the corporation is perpetual, commencing on the date of receipt and acknowledgement of the Articles by the Secretary of State.

#### ARTICLE III

#### **PUPOSE**

The general purpose for which the corporation is incorporated is to engage in any activity or lawful business for which corporation may be incorporated under the Florida General Corporation Act.

#### ARTICLE IV

### **CAPITAL STOCK**

The aggregate number of shares that the corporation shall have the authority to issues is 1,000,000 shares of capital stock with a par value of \$.001 per share.

The sum of the par value of all shares of capital stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time. The shares of the corporation can only be divided into classes

#### ARTICLE V

#### **DIVIDENDS**

The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation.

## **ARTICLE VI**

## **PREEMPTIVE RIGHTS**

No common shares shall by issued by the Corporation unless those shares have first been offered to the existing common shareholders, and these Shareholders have a pre-emptive right to acquire the offered shares in proportion to their existing holdings of common shares at such price and on such terms as the quorum of the Board of Directors shall in its sole discretion determine.

### ARTICLE VII

# PRINCIPAL PLACE OF BUSINESS

The principal office of the corporation shall be located at:

424 Black Ironwood Drive DeLand, FL 32724

## ARTICLE VIII

# **INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office the corporation is:

424 Black Ironwood Drive DeLand, FL 32724

The name and address of the intilial registered agent of the corporation is:

Keith E. Dickenson 424 Black Ironwood Drive DeLand, FL 32724

I hereby am familiar with and accept the duties and responsibilities of Registered Agent

Blick E Dickenson

# ARTICLE IX

# INITIAL BOARD OF DIRECTORS

This corporation shall have (2) directors initially. The number of directors may be increased or diminished from time to time by the by-laws. The names and addresses of the initial directors of this corporation are:

KEITH E. DICKENSON 424 Black Ironwood Drive DeLand, FL 32724

LOIS M. ABRAMS 424 Black Ironwood Drive DeLand, FL 32724

## ARTICLE X

### **INCORPORATORS**

The names and addresses of the persons signing these Articles are:

KEITH E. DICKENSON 424 Black Ironwood Drive DeLand, FL 32724

LOIS M. ABRAMS 424 Black Ironwood Drive DeLand, FL 32724

#### ARTICLE XI

# **ACTIONS OF DIRECTORS WITHOUT MEETING**

The directors of this corporation may take action by written consent as provided by law.

#### ARTICLE XII

# **MEETINGS BY CONFERENCE TELEPHONE**

Members of the Board of Directors may participate in regular or special meetings of the Board of Directors by means of conference telephone as provided by law.

# ARTICLE XIII

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# **INDEMNIFICATION**

SECRETARY OF STATE

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

### ARTICLE XIV

#### AMENDMENT

The corporation reserves this right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation on this 6th day of January 2001.

STAE OF FLORIDA		}
}	ss:	
COUNTY OF		}

Before me, the undersigned authority, personally appeared, **KEITH E.** DICKENSON, to me well known and known to be the person described in and who executed the foregoing Articles of Incorporation and he acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and seal this 06 day of January, 2001.

STAE OF FLORIDA		}
}	ss:	
COUNTY OF		}

Before me, the undersigned authority, personally appeared, LOIS M. ABRAMS. to me well known and known to be the person described in and who executed the foregoing Articles of Incorporation and he acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and seal this 06 day of JANUARY 2001.

