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DELRAY BEACH, FLORIDA 33483

REPLY TO: CORAL SPRINGS

Feb. 23, 2001

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

Re: **MATHEWS OIL, INC.**

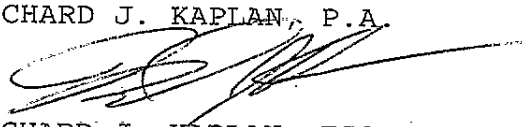
Gentlemen:

Enclosed please find one original and one copy of the Articles of Incorporation of the above referenced company, together with our check in the amount of \$78.75 representing, filing fee of \$35.00, certified copy fee \$8.75, and registered agent fee of \$35.00.

Please effect immediately incorporation and forward the charter together with the certified copy of the Articles of Incorporation to this office.

Very Truly Yours,

RICHARD J. KAPLAN, P.A.


RICHARD J. KAPLAN, ESQ.

RJK/kay

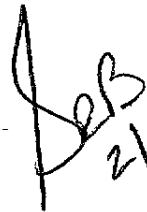
Encl.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

MATHEWS OIL, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I

The name of the corporation is **MATHEWS OIL, INC.**, with its principal office and mailing address of 3099 W. Oakland Park Blvd., Oakland Park, FL 33311.

ARTICLE II

The duration of the corporation is perpetual.

ARTICLE III

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

ARTICLE IV

1. The maximum number of shares of stock which this corporation is authorized to have outstanding at any time shall be Five Thousand (5,000) share of common stock having a par value of Ten (\$.10) Cents per share.

2. The capital stock may be paid for by the property, labor or services, at a just valuation to be fixed by the incorporators, or by the Directors at a meeting called for such

purpose, or at the organization meeting.

3. Property, labor or services may also be purchased or paid for with the capital stock at a just valuation of said property, labor or services, to be fixed by the Directors of the company. Stock in other corporations or going businesses may be purchased by the corporation in return for the issuance of its capital stock, and said purchase shall be on such basis and for such consideration and the issuance of so much of the capital stock as the Directors of the company may decide.

ARTICLE V

The amount of capital with which this corporation will begin business shall not be less than Five Hundred and 00/100 (\$500.00) Dollars.

ARTICLE VI

The street address of the initial registered office of this corporation is 3099 W. Oakland Park Blvd., Oakland Park, FL 33311, and the name of the initial Registered Agent of this corporation at that address is MERLIN MATHEWS. The Registered Agent and Registered Office may be changed from time to time by filing with the Secretary of State of Florida, a Certificate designating a new Registered Agent and/or a new Registered Office without the necessity of amending these Articles of Incorporation.

ARTICLE VII

The number of Directors constituting the initial Board of Directors of the corporation is 2. The number of Directors may be either increased or diminished from time to time by the By-laws but shall never be less than one (1). The name and address of each of the members of the initial Board of Directors, who unless otherwise provided by the By-Laws of the corporation, shall hold office for the first year of existence of the corporation or until successors are elected or appointed and have duly qualified are as follows:

NAME	ADDRESS
MERLIN MATHEWS	3099 W. Oakland Park Blvd. Oakland Park, FL 33311
ZACHARIAH P. MATHEWS	3099 W. Oakland Park Blvd. Oakland Park, FL 33311

ARTICLE VIII

The name and address of each person signing these Articles as an Incorporator are as follows:

NAME	ADDRESS
MERLIN MATHEWS	3099 W. Oakland Park Blvd. Oakland Park, FL 33311

ARTICLE IX

The corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law.

ARTICLE X

The stockholders of this corporation may divide themselves into groups for the purpose of obtaining unit control in the corporation; and when any agreement is made between stockholders owning at least eighty (80%) per cent of the stock then outstanding in the corporation, such agreement shall be binding upon the corporation, and shall be recognized by the Directors and shall be observed by the Officers and Agents of the corporation; and particularly, the stockholders are authorized to include in such agreement entered into between themselves provisions which will confer upon individual groups of power to elect certain numbers of directors, and in particular, stockholder may include in the agreement between themselves the following as valid matters of agreement, to-wit:

1. The manner and method in which and the persons by whom directors may be elected;
2. Any limitation upon the transferability or assignment of the stock;
3. The conferring of preemptive rights of purchase upon the stockholders as conditions precedent to the sale of any other stock;
4. Any matter related to effectuating the purposes included in any of the foregoing matters.

Agreements between the stockholder shall continue to be binding upon the corporation until there is filed with the President and the Secretary of the corporation, in duplicate, a

written instrument, signed by the persons who originally created such Stockholder's Agreements (or their successor in ownership, providing such succession in ownership shall have been accomplished in accordance with the terms of the Stockholder's Agreements) consenting to the revocation and cancellation of the Agreements among the stockholders.

EXECUTED by the undersigned at Coral Springs, Broward County, Florida, on this 23 day of Feb., 2001.

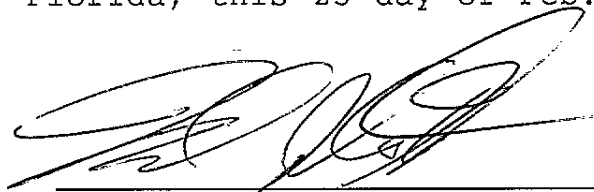
Merlin Mathews
MERLIN MATHEWS

State of Florida

County of Broward

BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgments, personally appeared MERLIN MATHEWS, to me personally known or has produced Florida License as identification, who executed and acknowledged the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Coral Springs, Broward County, Florida, this 23 day of Feb., 2001.



NOTARY PUBLIC-State of Florida

My Commission Expires:



Richard Jules Kaplan
MY COMMISSION # CC680695 EXPIRES
November 12, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED

OFFICE FOR THE SERVICE OF PROCESS WITHIN FLORIDA

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

That **MATHEWS OIL, INC.**, desiring to organize or qualify under the laws of the State of Florida, has named, MERLIN MATHEWS, as its Registered Agent to accept service of process within Florida, at 3099 W. Oakland Park Blvd., Oakland Park, FL 33311, which address is also designated as the registered office of the corporation first mentioned above.

Merlin Mathews
MERLIN MATHEWS

DATED: Feb. 23, 2001

Having been named Registered Agent to accept service of process for the above stated corporation, at the place designated in this Certification, MERLIN MATHEWS, hereby agrees to act in that capacity and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of such duties.

Merlin Mathews
MERLIN MATHEWS

DATED: Feb. 23, 2001

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA