

PO1000033334

A & R BOOKKEEPING & TAX CONSULTANTS

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March 23rd, 2001

Secretary of State
Tallahassee, FL

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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*****78.75 *****78.75

Dear Sir or Madam:

Please find enclosed Articles of Incorporation for Petromart Inc. and Port St. Lucie Tobacco Inc. along with the respective fees of \$78.75 each.

Please process these requests and send the Certificates of Incorporation to the office of the undersigned.

Thank you.

Regards,



Syed Sharfi
Management Services, Inc.
1090-A Summit Place Cir.,

W.P.B., Fla 33415

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE OF INCORPORATION
of

Petromart Inc. of USA

We the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE 1

The name of Corporation shall :

Petromart Inc. of USA

ARTICLE 11

Petromart Inc. of USA

The general nature of the business and the objects and purposes proposed to be transacted, promoted and carried on are to do any and all things hereinafter mentioned as fully and to the same extent as natural persons might or could do, namely:

(A) To merchandise, sell, offer for sale and distribute at wholesale and retail any merchandise of all kinds and descriptions, whether in bulk, package, bottle or can including, Ice cream, beverages, grocery, fabrics, Gasoline, carpets, handicrafts, handloom, spices, Electronics goods, of all kinds and for all purposes.

(B) For itself or as agent or correspondent for others to manage Estates and properties and a general real estates and rental business, including the buying, selling, leasing, improving and dealing in lands and tenements, and the constructions and selling of houses and buildings.

(C) To lend money secured by mortgage or other security or without security, for itself or on a commission basis for others.

(D) To buy, sell, trade or deal in any kind of goods, wares and merchandise.

(E) To organize or cause to be organized under the laws of the State of Florida or any other state, district, territory, province, or Governments corporation or corporations for the purpose of accomplishing any of or all of the objects for which this corporation is organized, and to dissolve, wind up, liquidate, merge or consolidate any such organization or corporation, or to cause the same to be dissolved, wound up, liquidated, merged or consolidated.

(G) To be engaged in Services such as Exports & Imports, Investments, Employment Agency, Real Estates, Residential and Commercial Construction, and such Services which are allowed by the State of Florida.

(H) To engage in or conduct any lawful business permitted by the laws and Statutes of the State of Florida.

(I) To engage in internet Communication, Website, Marketing, Consulting or any other services for the industry as and when required.

ARTICLE III
CAPITAL STOCKS

The authorized Capital Stocks of this Corporation shall be:
1000 of Shares of Common Stock at \$ 1.00 par value.

ARTICLE IV
INITIAL PRINCIPAL OFFICE

The street address of the initial principal office of this Corporation is 263 Hermitage Hillway, Valrico , Fl 33594. The name of the initial Registered Agent is Sheikh M.Hoque and his street address is : 263 Hermitage Hillway, Valrico , Fl 33594

ARTICLE V
CORPORATE EXISTENCE

This Corporation shall have a perpetual existence , unless sooner dissolved according to law.

ARTICLE VI
PRINCIPAL PLACE OF BUSINESS

The Corporation shall have a principal place of business and shall have the privileges of having branch offices within the State of Florida, and within or without the United States Of America. Initially, the principal place of business of this Corporation shall be , : 263 Hermitage Hillway, Valrico , Fl 33594

ARTICLE VII
BOARD OF DIRECTORS

The business of the Corporation shall be managed, and its Corporate power exercised, by a Board of not less than 1 nor more than 3 Directors. The exact number shall be established by the BYLAWS, provided that the initial Board of Directors shall consist of 1 member. The acts of the majority of the Directors at a meeting where a quorum is present shall be the act of the Directors. Directors Meetings may be held within or without the State. The Directors may, by resolution, designate an Executive Committee, and members of the Board of Directors or an Executive Committee, shall be deemed present at a meeting of such Board or Committee if a telephone Conference, or similar communication equipment, by which all persons participating in the meeting can hear each other is used. The share holders agrees to consult and seek mutual consent to sell, close, or make any material change in this Corp., in case of sell the existing share holders will have the first right to buyout the out going share Holder and only in situation of such denial the outsiders will be allowed to buy the outgoing Share Holders.

ARTICLE VIII OFFICERS

The officers of this Corporation shall consist of a President, Vice President, Secretary and Treasurer, and other officers and Agent as many be provided for by the by-laws of this Corporation who shall be chosen, serve for such term and have such duties as may be prescribed by such By-Laws. Any of said offices may be combined.

ARTICLE IX

INITIAL OFFICERS AND DIRECTORS

The names and street address of the first Board of Directors and Officer of the Corporation who shall hold office, until their Successors are chosen shall be :

1. Sheikh M. Hoque, Pr.
263 Hermitage Hillway, Valrico, Fl 33594
2. Sheikh M. Hoque, Pr.
263 Hermitage Hillway, Valrico, Fl 33594
3. AK Iqbal Hossain, Dir.
263 Hermitage Hillway, Valrico, Fl 33594

ARTICLE X

RESTRICTIONS ON SALE OR TRANSFER OF STOCKS

The Corporation and or Shareholders of the Corporation may enter into any agreement restricting the sale or transfer of shares of stocks in this Corporation which is authorized under the Law of Florida.

ARTICLE XI

INDEMNIFICATION

Each Directors and Officers of the Corporation, whether or not then in office, shall be indemnified by the Corporation against all costs and expenses reasonably incurred upon him in connection with or arising out of any claims, demand, action, suit or proceedings in which he may be involved or to which he may be made a part by reason of his being or having been made Director or Officers of the Corporation, except in relation to matters as to which he finally shall be adjudged in any such action, suit, or proceedings to have been derelict in the performance of his duty as such officer or director. Such right of indemnification's shall be exclusive of any other rights to which a Director or Officer may be entitled under any regulations, agreements, vote of stockholders, or to which he may be entitled as a matter of Law, and the rights of indemnification shall be inure to the benefit of the heirs, executors and the Administrators of any such Director or Officer.

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ARTICLE XII

AMENDMENT TO ARTICLES

The Corporation reserves the right to amend, alter or repeal any provisions contained in the Articles of Incorporation in manner now or hereafter prescribed by the Statutes of the State Florida, and all rights and powers conferred on Directors, Officers and Stockholders herein are granted subject to this reservations; provided, however, that no amendment, alteration or repeal of these Articles of Incorporation shall be valid unless consented by a majority of the Stockholders of the Corporation entitled to vote thereon present at any Stockholders' meeting concerning the same, if the notice of the proposed action was included in the notice of the meeting or if such notice is waived in writing by all of the stockholders entitled to vote thereon.

ARTICLE XIII
INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is :

I Sheikh M. Hoque , Pr.
263 Hermitage Hillway
Valrico, FL 33594

The undersigned has(have) executed these Article of Incorporation this day of March 23rd of 2001,

Sheikh M. Hoque
Sheikh M. Hoque , Incorporator

The undersigned, Sheikh M. Hoque , as the registered agent in the Article of this Incorporation, hereby accepts the appointment as such registered agent and acknowledges familiarity with and accepts the obligation imposed upon registered agents under, the Florida Business Corporation Act, including specifically section 607.0505

Sheikh M. Hoque
Sheikh M. Hoque, Registered Agent 03 /23/ 2001