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Fax Number : (850) 205-0380

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Account Name : AKERMAN, SENTERFITT & RIDSON, P.A. (FT. LAUDERDALE)
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DIVISION OF CORPORATIONS

BASIC AMENDMENT
GLOBAL PETROLEUM ENTERPRISE INC.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$43.75

05 OCT 10 PM 3:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Amended & Restated

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
GLOBAL PETROLEUM ENTERPRISE INC.**

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05 OCT 10 PM 3:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Sections 607.1003, 607.1006 and 607.1007 of the Florida Business Corporation Act, the Articles of Incorporation of GLOBAL PETROLEUM ENTERPRISE INC., originally filed with the Secretary of State of the State of Florida on April 19, 2001, under document number P01000039742, are hereby amended and restated in their entirety as of the 30th day of September, 2005 as follows:

**ARTICLE I
NAME**

The name of the corporation is GLOBAL PETROLEUM ENTERPRISE INC. (hereinafter called the "Corporation").

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is: 9701 NW 89th Ave., Medley, FL 33178.

**ARTICLE III
CAPITAL STOCK**

The number of shares of capital stock that the Corporation is authorized to issue is 1,000 shares of common stock. Each issued and outstanding share of common stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

**ARTICLE IV
REGISTERED OFFICE AND AGENT**

The name and street address of the Corporation's registered office are: Ignacio Urbiera, Jr., 9701 NW 89th Ave., Medley, FL 33178

**ARTICLE V
INDEMNIFICATION**

The Corporation shall indemnify any present or former officer or director, or person exercising any duties of an officer or director, and shall advance expenses on behalf of any such officer, director or other person, in each case, to the fullest extent now or hereafter permitted by law.

The foregoing amendment and restatement was adopted on September 30, 2005 pursuant to the written consent of the Director(s) and the Shareholder(s) of the Corporation pursuant to the provisions of Section 607.0704, 607.0821, 607.1003 and 607.1007 of the Florida Business Corporation Act. The number of votes cast for the amendment and restatement was sufficient for approval.

The effective time and date of these Amended and Restated Articles of Incorporation shall be upon its filing with the Florida Department of State.

(Signature Page Follows)

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OCT-10-05 12:55PM FROM-AKERMANN SENTERFITT EDISON PA

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IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation on September 30, 2005.

GLOBAL PETROLEUM ENTERPRISE INC.



Name: Ignacio Urbieto, Jr.
Title: President

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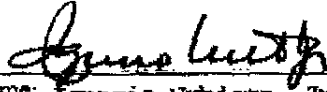
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**CERTIFICATE OF ACCEPTANCE BY
REGISTERED AGENT**

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of GLOBAL PETROLEUM ENTERPRISE INC., a Florida corporation (the "Corporation"), in the Corporation's Amended and Restated Articles of Incorporation:

Having been named as registered agent and to accept service of process for the Corporation at the registered office designated in the Corporation's articles of incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 30 day of September, 2005.


Name: Ignacio Urbiera, Jr.
Title: _____

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