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LAW OFFICES OF
ROBERT I. CLAIRE, ESQUIRE, P.A.

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ROBERT I. CLAIRE
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CERTIFIED PUBLIC ACCOUNTANT

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July 18, 2001

VIA FEDERAL EXPRESS

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

State of Florida
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

RE: Articles of Incorporation/
PP Energy Group, Inc.

Dear Sir/Madam:

Enclosed is an original and one (1) copy of Articles of Incorporation for the above referenced corporation.

Also enclosed is a check in the amount of \$78.75 for filing fees as follows for the corporation.

Filing Fees \$	35.00
Cert. copy	8.75
Reg. Agent	<u>35.00</u>
Amount \$	78.75

Your expediency in returning these filed Articles of Incorporation is appreciated.

Should you have any questions, please do not hesitate to call our office.

Very truly yours,

Robert I. Claire
Robert I. Claire, Esq.

RIC/jc
Enclosures/check

FILED
01 OCT 10 PM 2:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ROBERT I. CLAIRE, ESQUIRE, P.A.

B. Mich. R.

OCT 10 2001

ARTICLES OF INCORPORATION

OF

PP ENERGY GROUP, INC.

FILED

01 OCT 10 PM 2: 08

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I

NAME & PRINCIPAL ADDRESS OF BUSINESS

The name and address of the corporation shall be:

**PP ENERGY GROUP, INC.
5295 Town Center Road
Third Floor
Boca Raton, FL 33486**

ARTICLE II

DURATION

The duration of the corporation is perpetual.

ARTICLE III

PURPOSE

The general purposes for which the corporation is organized are as follows:

- A. To own, operate and manage gas stations and other commercial properties throughout the State of Florida.
- B. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporations Act.
- C. To do such other things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

ARTICLE IV

CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is One Thousand (1,000) shares of common stock. Such shares shall be of a single class and shall have par value of One Dollar (\$1.00) per share.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of the corporation is 5295 Town Center Road, Third Floor, Boca Raton, Florida 33486 7280 and the name of its initial Registered Agent at that address is Robert I. Claire.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors is three (3). The number of Directors may be increased or decreased from time to time in accordance with the By-laws but shall never be less than one. The names and address of the initial Directors of the corporation are as follows:

Christopher Paras	5295 Town Center Road Third Floor Boca Raton, FL 33486
Harvey Polly	5295 Town Center Road Third Floor Boca Raton, FL 33486
Jeffrey Polly	5295 Town Center Road Third Floor Boca Raton, FL 33486

ARTICLE VII

OFFICERS

The names and address of each initial officer is as follows:

Christopher Paras President	5295 Town Center Road Third Floor Boca Raton, FL 33486
Jeffrey Polly Vice President	5295 Town Center Road Third Floor Boca Raton, FL 33486
Harvey Polly Secretary/Treasurer	5295 Town Center Road Third Floor Boca Raton, FL 33486

ARTICLE VIII

INCORPORATORS

The name and address of each Incorporator is as follows:

Robert I. Claire	5295 Town Center Road Third Floor Boca Raton, FL 33486
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ARTICLE IX

AMENDMENT

The corporation reserves the 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 has signed these Articles of Incorporation on the 18th day of July, 2001.

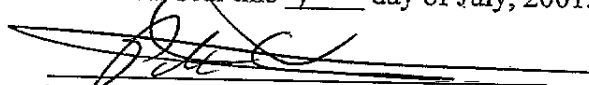

Robert I. Claire

STATE OF FLORIDA)

COUNTY OF PALM BEACH)

Before me, personally appeared Robert I. Claire, to me personally known, who did take an oath, and known to me to be the person described in and executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 18th day of July, 2001.


Notary Public
State of Florida


PETER TICKTIN
Notary Public, State of Florida
My comm. exp. Mar. 13, 2005
Comm. No. DD 009251

My Commission expires:

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of PP ENERGY GROUP, INC., which is contained in the foregoing Articles of Incorporation.

DATED this 18th day of July, 2001,


Robert I. Claire
Registered Agent