

**P020000008315**

Florida Department of State

Division of Corporations

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1/23  
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**FLORIDA PROFIT CORPORATION OR P.A.**

*CONSULTING*  
**Genesis Energy Corp.**

Certificate of Status	0
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**ARTICLES OF INCORPORATION  
OF  
GENESIS ENERGY CONSULTING CORP.**

The undersigned adopts the following Articles of Incorporation to form a corporation under the laws of the State of Florida.

**ARTICLE I - NAME**

The name of the corporation shall be Genesis Energy Consulting Corp.

**ARTICLE II - COMMENCEMENT & DURATION**

The corporation shall commence its existence on January 22, 2002 and shall exist perpetually unless sooner dissolved according to law.

**ARTICLE III - ADDRESS**

The mailing address of the corporation is 15141 SW 154 Ct., Miami FL 33196.

**ARTICLE IV - STATED CAPITAL**

The corporation is authorized to issue the following capital stock:

<u>No. Shares</u>	<u>Classification</u>	<u>Par Value</u>
500	Common	\$1.00

Subject to applicable Florida statutes, every Shareholder, upon the sale of any new stock of the corporation of the same kind, class or series as he or she already holds, shall have the right to purchase his or her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

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ARTICLE V - REGISTERED AGENT

The name and address of the Registered Agent of the corporation is Guy G. Lacombe, 15141 SW 154 Ct., Miami FL 33196.

ARTICLE VI - INCORPORATOR

The name and address of the incorporator of the corporation is Guy G. Lacombe, 15141 SW 154 Ct., Miami FL 33196.

ARTICLE VII - BOARD OF DIRECTORS

The corporation shall have two directors initially. The number of directors may be increased or decreased from time to time thereafter according to the bylaws of the corporation but shall never be less than one. The names and street addresses of the initial directors of this corporation are:

Guy G. Lacombe  
Graciela D. Lacombe  
15141 SW 154 Ct.  
Miami FL 33196

ARTICLE VIII - SHAREHOLDER PROPERTY

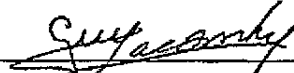
Private property of the shareholders shall not be subject to the payment of the corporation's debts. The corporation shall have a first lien on the shares of its shareholders and upon the dividends due them for any indebtedness of the shareholders to the corporation.

ARTICLE IX - AMENDMENTS TO ARTICLES

The Directors shall have the power to amend or repeal these Articles of Incorporation with not less than a two-thirds vote of the common stock.

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IN WITNESS WHEREOF, the undersigned incorporator executes these Articles of  
Incorporation this 21<sup>ST</sup> day of JANUARY, 20 02.

  
Incorporator

**ACCEPTANCE BY REGISTERED AGENT**

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF  
PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED  
IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED  
AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY  
WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND  
COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND  
ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

  
Registered Agent

Date: 1/21/02

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