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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Francisco Moreno
6499 Boca Circle
#140
Boca Raton, Florida 33433

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

February 15, 2002

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Brickell Petroleum Corp.

Dear Sir or Madam:

The enclosed Articles of Incorporation and check in the amount of \$78.75 are submitted for the purpose of forming a corporation under the Florida Business Corporation Act.

All correspondence concerning Brickell Petroleum Corporation should be sent to the undersigned at the letterhead address.

Sincerely,


Francisco Moreno

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ARTICLES OF INCORPORATION

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FOR

SECRETARY OF STATE
TALLAHASSEE FLORIDA

BRICKELL PETROLEUM CORP.

Article I
Name

The name of the corporation is BRICKELL PETROLEUM
CORP.

Article II
Duration

This corporation shall have perpetual existence.

Article III
Purpose

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

Article IV
Capital Stock

This corporation is authorized to issue 1,000
shares of stock at One Dollar (\$1.00) par value common
stock.

Article V
Initial Registered Agent and Office

The address of the initial registered office of
the corporation is 6499 Boca Circle, #140, Boca Raton,
Florida 33433. The initial registered agent of the
corporation is Francisco Moreno.

Article VI
Principal Office and Mailing Address

The principal office and mailing address of the corporation is 6499 Boca Circle, #140, Boca Raton, Florida 33433.

Article VII
Initial Board of Directors

The corporation shall have three (3) directors initially. The number of directors may be either increased or decreased from time to time. The name and address of the initial directors of the corporation is:

Manuel Ochoa	6499 Boca Circle, #140 Boca Raton, FL 33433
Diego Moreno	6499 Boca Circle, #140 Boca Raton, FL 33433
Raul Moreno	6499 Boca Circle, #140 Boca Raton, FL 33433

Article VIII
Incorporator

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

Francisco Moreno	6499 Boca Circle, #140 Boca Raton, FL 33433
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Article IX
Powers

The corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

Article X
Action by Directors Without a Meeting

The directors of the corporation may take action by written consent, as provided by law.


Article XI
Indemnification

The corporation shall, to the fullest extent permitted by the provisions of the Florida General Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provision from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled to under any Bylaws, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office. Such indemnification shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs and personal representatives of such person.

Article XII.

This corporation reserves the right to amend or repeal any provisions contained in these Articles or any amendment hereto and any right conferred upon the shareholder(s) is subject to this reservation. —

The undersigned incorporator has executed these Articles of Incorporation this 15th day of February, 2002.


Incorporator's Signature

FRANCISCO MORENO


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REGISTERED AGENT'S ACCEPTANCE

SECRETARY OF STATE
TALLAHASSEE FLORIDA

Having been named as registered agent for Brickell Petroleum Corp. desiring to organize under the laws of the state of Florida and to accept service of process for this corporation at 6499 Boca Circle, #140, Boca Raton, Florida 33433, 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 relative 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's Signature
FRANCISCO MORENO

16/02/02.
Date