

## TRANSMITTAL LETTER

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

02 MAY -3 AM 11:58

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Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314900005450899--0  
-05/03/02--01088--008  
\*\*\*\*\*87.50 \*\*\*\*\*87.50SUBJECT: BICOL EXPRESS GAS CORPORATION  
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00  
Filing Fee☐ \$78.75  
Filing Fee  
& Certificate of Status☐ \$78.75  
Filing Fee  
& Certified Copy☒ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

ADDITIONAL COPY REQUIRED

FROM: RICHARD AGUILAR, CPA  
Name (Printed or typed)757 NORTHWEST 27TH AVENUE, SUITE 204  
AddressMIAMI, FL 33125  
City, State & Zip305-631-8700

Daytime Telephone number

Richard Aguilar GAVE

AUTHORIZATION BY PHONE NOTE: Please provide the original and one copy of the articles.

SUBJECT Articles-Print AddressDATE 5-8-02

5-8

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**ARTICLES OF INCORPORATION**

**OF**

**BICOL EXPRESS GAS CORPORATION**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the state of Florida.

**ARTICLE I**

The name of this corporation shall be Bicol Express Gas Corporation.

**ARTICLE II**

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county or territory.

**ARTICLE III**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of common stock having a par value of \$.01 per share.

**ARTICLE IV**

The Corporation shall commence its existence effective on the filing of these Articles by the Department of State of the State of Florida and shall exist perpetually thereafter unless sooner dissolved according to law.

**ARTICLE V**

**PRINCIPAL AND REGISTERED AGENT ADDRESS**

The principal and registered agent address of the corporation shall be at 757 NW 27<sup>th</sup> Avenue Suite 204, Miami, Florida 33125, with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be Richard Aguilar, CPA.

**ARTICLE VI**

The Board of Directors of this corporation shall consist of between one to five directors, with the exact number to be fixed from time to time in the manner provided in the Corporation's bylaws.

## **ARTICLE VII**

The number of directors constituting the initial Board of Directors is one (1), and the name and address of the person who is to serve as the Corporation's sole director until his/her successor(s) is duly elected and qualified is Maria N. Smith, 7023 Wikle Road West, Brentwood, Tennessee 37027.

## **ARTICLE VIII**

The name and address of the Incorporator is Maria N. Smith, 7023 Wikle Road West, Brentwood, Tennessee 37027.

## **ARTICLE IX**

Each director, stockholder and officer, in consideration for his/her services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him/her in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him/her by reason of his/her being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

## **ARTICLE X**

In order to afford each of the Corporation's shareholders the right to maintain its percentage ownership interest in the Corporation, each record or beneficial owner of the Corporation's common stock shall have and be provided the preemptive or preferential right to subscribe for and purchase, prior to issue to any person, any shares of the Corporation's capital stock of any class now or hereafter authorized (collectively "Securities") as well as any notes, debentures, warrants, bonds or other securities convertible into or carrying options or warrants to purchase Securities.

## **ARTICLE XI**

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the

benefit of himself or any firm, association or corporation in which he/she may be in any way interested. Any director of the corporation may vote upon a transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

Maria N. Smith  
Signature of Incorporator

4-18-02  
Date

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.

[Signature]  
Signature of Registered Agent

4/24/02  
Date

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