

FROM CSC

(WED) MAY 22 2002 10:17/ST:10:17/NO. 6308461970 P 1

**PD2000056890**

**Florida Department of State**  
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**02 MAY 22 PM 12:05**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

**FLORIDA PROFIT CORPORATION OR P.A.**

**PHENIX PIPELINE USA, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	04
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**ARTICLES OF INCORPORATION**  
**OF**  
**PHENIX PIPELINE USA, INC.**

**ARTICLE 1: NAME AND ADDRESS**

The name of this Corporation is: **Phenix Pipeline USA, Inc.**, and the address is: 36181 East Lake Rd., Palm Harbor, FL 34685-3142.

**ARTICLE 2: DURATION**

This Corporation shall exist perpetually. In accordance with Section 607.0203, the date when existence shall commence is the date of subscription and acknowledgment of these Articles of Incorporation.

**ARTICLE 3: PURPOSE**

This Corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE 4: CAPITAL STOCK**

This Corporation is authorized to issue 50,000,000 shares of one-tenth of one cent (.1c) par value common stock.

**ARTICLE 5: INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation is 6645 Ridge Road, Port Richey, Florida 34668, and the name of the initial registered agent of this Corporation at that address is Alfred W. Torrence, Jr.

**ARTICLE 6: INITIAL BOARD OF DIRECTORS**

This Corporation initially shall have one director. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one. The name and address of the initial director of this Corporation is:

**NAME**

**ADDRESS**

Richard Wojcik

36181 East Lake Rd., Palm Harbor, FL 34685-3142

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**ARTICLE 7: INCORPORATOR**

The name and address of each person signing these Articles is:

**NAME**

**ADDRESS**

Alfred W. Torrence, Jr. 6645 Ridge Road, Port Richey, FL 34668

**ARTICLE 8: PREEMPTIVE RIGHTS**

Each holder of the common stock of this Corporation shall have the first right (subject to adjustment to avoid the issuance of fractional shares) to purchase shares of any other securities that this Corporation may issue from time to time, whether or not such shares are presently authorized, including shares from the treasury of this Corporation, in the ratio that the number of shares of common stock held by such shareholder at the time of the issue bears to the total number of shares of common stock then outstanding. This right is waived by any holder of the common stock who does not exercise it and pay for the stock available for purchase pursuant to such preemptive rights, within thirty days of his receipt of written notice from this Corporation inviting him to exercise such right.

**ARTICLE 9: INDEMNIFICATION**

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

**ARTICLE 10: BYLAWS**

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

**ARTICLE 11: AMENDMENT**

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder is subject to this reservation.

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IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation  
this 22nd day of May, 2002.

  
Alfred W. Torrence, Jr.

**ACCEPTANCE BY REGISTERED AGENT**

Having been named to accept service of process for the above-named corporation at a place  
designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to  
comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office  
for service of process.

Dated this 22nd day of May, 2002.

  
Alfred W. Torrence, Jr.

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