



**JOHN M. ELIAS, P.A.**  
Attorney at Law

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**P02000061247**

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: South Pasco Petroleum, Inc.

Dear Sir:

I am enclosing herewith an original and copy of Articles of Incorporation for the above named corporation. In addition, a check in the amount of \$70.00 is enclosed which represents the following fees:

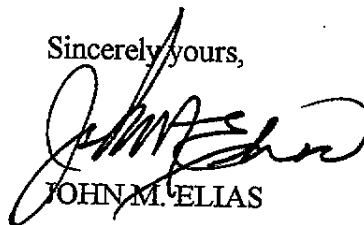
Filing fee	\$35.00
Registered agent	35.00
<b>TOTAL</b>	<b>\$70.00</b>

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\*\*\*\*\*70.00 \*\*\*\*\*70.00

Please file the original of the enclosed Articles of Incorporation and return a conformed copy to the undersigned, in the enclosed self-addressed stamped envelope.

Your prompt attention to this matter is appreciated.

Sincerely yours,

  
JOHN M. ELIAS

JME:nse  
enclosures

FILED  
2002 JUN -3 AM 9:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

06-04-02

FILED

2002 JUN -3 AM 9:48

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

SOUTH PASCO PETROLEUM, INC.

The undersigned for the purpose of forming a corporation under the provisions of Chapter 607 of the Florida Statutes, hereinafter referred to as the Corporation, hereby agree to the following:

ARTICLE I - NAME

The name of the Corporation shall be SOUTH PASCO PETROLEUM, INC. and the address of the Corporation shall be 2367 Brent Tree Road, #2325, Palm Harbor, FL 34683.

ARTICLE II - PURPOSE AND POWERS

Section 1. The Corporation is formed for the purpose of engaging in any lawful activity or business for which corporations may be incorporated under the laws of the State of Florida.

Section 2. The Corporation may exercise all powers, rights and privileges conferred on corporations pursuant to the laws of the State of Florida.

ARTICLE III - TERM OF EXISTENCE

The Corporation shall have perpetual existence, commencing upon the date of filing of these Articles with the Florida Department of State.

ARTICLE IV - POWERS

The Corporation shall have the power:

- (a) To have perpetual succession by its corporate name.
- (b) To sue and be sued, complain, and defend in its corporate name in all actions or proceedings
- (c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.
- (d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- (e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

(f) To lend money to and use its credit to assist its officers and employees to the full extent permitted by law.

(g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

(h) To make contracts and guaranties and incur liabilities, borrow money at such rates of interest as this Corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida Business Corporation Act within or without the State of Florida.

(k) To elect or appoint officers and agents of this Corporation and define their duties and fix their compensation.

(l) To make and alter Bylaws, not inconsistent with these Articles of Incorporation and the laws of this state, for the administration and regulation of the affairs of this Corporation.

(m) To make donations for the public welfare or for charitable, scientific or educational purposes.

(n) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.

(o) To pay pensions and establish and carry out pension plans, profit sharing plans, stock bonus plans, stock option plans, retirement plans, benefit plans and other incentive and compensation plans for any or all of its Directors, officers, and employees and for any or all of the Directors, officers, and employees of its subsidiaries.

(p) To provide insurance for its benefit on the life of any of its Directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his death shares of its stock owned by the shareholder or by the spouse or children of the shareholder.

(q) To be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust, or other enterprise.

- (r) To have and exercise all powers necessary or convenient to effect its purposes.

#### ARTICLE V - CAPITAL STOCK

The authorized capital stock of the Corporation shall be Two Thousand (2,000) shares of common stock having a par value of One Dollar (\$1.00) per share, which shall be designated "Common Shares", as follows:

- (a) One Thousand (1,000) shares of voting common stock, which shall be designated "Voting Common Stock"; and
- (b) One Thousand (1,000) shares of nonvoting common stock, which shall be designated "Nonvoting Common Stock".

Other than the difference in voting rights described above, all shares of Common Stock shall have the same rights and preferences.

#### ARTICLE VI - BOARD OF DIRECTORS

Section 1. The business and affairs of the Corporation shall be managed by a Board of Directors, the members of which shall be hereinafter referred to as Directors.

Section 2. The initial Board of Directors of the Corporation shall consist of one (1) Director, whose names and addresses are as follows:

<u>Name</u>	<u>Address</u>
EDWIN A. COTHON	2367 Bent Tree Road #2325 Palm Harbor, FL 34683

Section 3. The number of Directors shall be as provided in the By-Laws of the Corporation, but shall not be less than one (1).

Section 4. Directors shall be elected and hold office as provided in the By-Laws.

#### ARTICLE VII - INCORPORATOR

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

<u>Name</u>	<u>Address</u>
EDWIN A. COTHON	2367 Bent Tree Road #2325 Palm Harbor, FL 34683

## ARTICLE VIII - BY-LAWS

Section 1. The Board of Directors shall adopt By-Laws for the Corporation at a meeting of the Board of Directors following the filing of these Articles of Incorporation.

Section 2. The power to adopt, alter, amend or repeal the By-Laws of the Corporation may be exercised by the Board of Directors or the shareholders in accordance with the provisions of the By-Laws.

Section 3. Any By-Laws adopted by the Board of Directors or the shareholders may be altered, amended or repealed by the other group; provided, however, that any By-Laws adopted by the shareholders may provide that it shall be altered, amended or repealed only by the shareholders.

## ARTICLE IX - AMENDMENTS

The power to amend or repeal these Articles of Incorporation may be exercised pursuant to the laws of the State of Florida as follows:

A. A resolution of the Board of Directors setting forth the proposed change may be submitted to the shareholders at a shareholders' meeting, if notice of the changes to be made is given, and shall be adopted on receiving the affirmative vote of the holders of a majority of the shares entitled to vote thereon;

B. All the Directors and all the shareholders of the Corporation eligible to vote may sign a written statement manifesting their intention that the change shall thereby be adopted;

C. The shareholders may amend or repeal these Articles of Incorporation without an act of the Directors at a meeting for which notice of the changes to be made is given; or

D. If no shares have been issued, these Articles of Incorporation may be amended or repealed by the affirmative vote of the majority of the Directors.

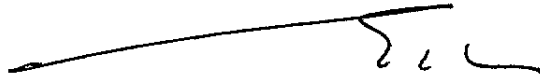
## ARTICLE VIII - REGISTERED OFFICE AND AGENT

Section 1. The street address of the initial registered office of the Corporation shall be Suite 512, 611 Druid Rd., East, Clearwater, Florida 33756.

Section 2. The name of the initial registered agent of the Corporation located at said address shall be JOHN M. ELIAS.

IN WITNESS WHEREOF, for the purpose of forming a corporation under the laws of the

State of Florida, the undersigned executed these Articles of Incorporation on this 22nd day of May, 2002

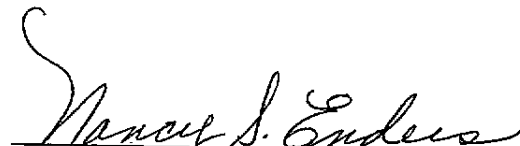


EDWIN A. COTHRON

STATE OF FLORIDA :  
:SS:  
COUNTY OF PINELLAS :

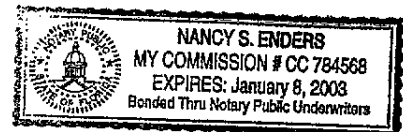
I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized in the State and County aforesaid to take acknowledgments, personally appeared EDWIN A. COTHRON, to me well known to be the persons described as incorporators, and who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State aforesaid, this 22nd day of May, 2002.

  
NOTARY PUBLIC

My Commission Expires:

ACCEPTANCE



I hereby accept to act as initial Registered Agent for SOUTH PASCO PETROLEUM, INC., as stated in these Articles of Incorporation.

  
JOHN M. ELIAS

Dated: May 23, 2002