

**Electronic Articles of Incorporation
For**

P02000074440
FILED
July 09, 2002
Sec. Of State

ALAFAYA PETROLEUM, INC.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

ALAFAYA PETROLEUM, INC.

Article II

The principal place of business address:

2367 BENT TREE RD.
#2325
PALM HARBOR, FL. 34683

The mailing address of the corporation is:

2367 BENT TREE RD.
#2325
PALM HARBOR, FL. 34683

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:

2000

Article V

The name and Florida street address of the registered agent is:

CRAIG VALCHINE
190 TURTLE CREEK CIRCLE
OLDSMAR, FL. 34677

I certify that I am familiar with and accept the responsibilities of registered agent.

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Registered Agent Signature: CRAIG VALCHINE

Article VI

The name and address of the incorporator is:

EDWIN COTHRON
2367 BENT TREE RD 2325
PALM HARBOR, FL 34683

Incorporator Signature: EDWIN COTHRON

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: P
EDWIN A COTHRON
2367 BENT TREE RD 2325
PALM HARBOR, FL. 34683

Title: S
CRAIG VALCHINE
190 TURTLE CREEK LN
OLDSMAR, FL. 34677

Article VIII

The effective date for this corporation shall be:

07/09/2002