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FLORIDA PROFIT CORPORATION OR P.A.

LIBERTY PETROLEUM OF SOUTH FLORIDA, INC.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

12-12-02

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ARTICLES OF INCORPORATION
OF
LIBERTY PETROLEUM OF SOUTH FLORIDA, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

LIBERTY PETROLEUM OF SOUTH FLORIDA, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

10701 Biscayne Boulevard
Miami, Florida 33161

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000,000 shares of One (\$1.00) Dollar par value each.

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

JUAN E. FIGUERAS, ESQUIRE
7050 S.W. 86th Avenue
Miami, Florida 33143

ARTICLE V INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) Directors initially. The number of Directors may be increased or diminished from time to time by the By-laws but shall never be less than two (2). The name and address of the initial Directors of this corporation are:

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DEYRDRE GONZALEZ
10701 Biscayne Boulevard
Miami, Florida 33161

MARTHA INES AYALA
10701 Biscayne Boulevard
Miami, Florida 33161

ARTICLE VI INITIAL OFFICERS

The names and street addresses of the initial officer(s) of this corporation are:

DEYRDRE GONZALEZ - PRESIDENT & TREASURER
10701 Biscayne Boulevard
Miami, Florida 33161

MARTHA INES AYALA - VICE-PRESIDENT &
SECRETARY
10701 Biscayne Boulevard
Miami, Florida 33193

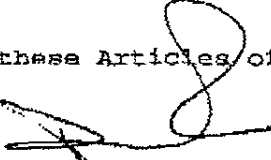
ARTICLE VII INCORPORATOR

The name and street address of the incorporators to these Articles of Incorporation is:

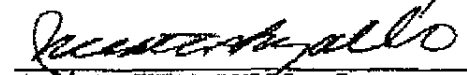
DEYRDRE GONZALEZ
10701 Biscayne Boulevard
Miami, Florida 33161

MARTHA INES AYALA
10701 Biscayne Boulevard
Miami, Florida 33161

The undersigned has executed these Articles of Incorporation this 10th day of December, 2002



DEYDRE GONZALEZ, Incorporator



MARTHA INES AYALA, Incorporator

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

LIBERTY PETROLEUM OF SOUTH FLORIDA, INC.

2. The name and address of the registered agent and office is:

JUAN E. FIGUERAS, ESQUIRE
7050 S.W. 86th Avenue
Miami, Florida 33143

Signature


DEYDORE GONZALEZ, President

Date: December 10th, 2002.

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


JUAN E. FIGUERAS

Date: December 10th, 2002.

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