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Law Offices of
CRAIG B. COTLER, P.A.

CRAIG B. COTLER

8751 WEST BROWARD BOULEVARD
SUITE 305
PLANTATION, FLORIDA 33324-2632

TELEPHONE 954-475-8822
FACSIMILE 954-476-0772

June 30, 2003

Division of Corporations
Attn: New Filings
409 E. Gaines St.
Tallahassee, FL 32399

Fedex 841271497850

Re: Articles of Incorporation of FS Oil, Inc.

Gentlemen:

Please find enclosed an original and copy of the above referenced articles along with a check in the amount of \$78.75 to cover the cost of filing, registered agent fee and a certified copy.

Please file the articles and return a certified copy to the undersigned.

Very truly yours,


Craig B. Cotler

**ARTICLES OF INCORPORATION
OF
FS OIL, INC.**

We, **MOHAMMED F. KABIR** and **UMME K. KABIR**, being of legal age, do hereby sign these presents for the purpose of forming a corporation under the laws of the State of Florida authorizing the formation of corporations.

ARTICLE I.

The name of the corporation shall be:

FS OIL, INC.

ARTICLE II.

The general nature of the business and the objects and purposes to be transacted and carried on are to engage in any and all of the things herein mentioned, as fully and to the same extent as natural persons might or could do, viz:

A. The acquisition of business interests either in whole or in part, of any nature whatsoever both within and without the state of Florida and within and without the United States of America.

B. To build, construct and alter houses, buildings and structures of whatsoever nature and kind; to develop real property generally; to purchase, manufacture, acquire, hold, own, lease, sell, assign, transfer, invest in, trade in, deal in goods, wares, merchandise, real and personal property of every kind and description.

C. To conduct all types of business and operations including any and all types of gasoline station, service station and convenience store operations; the purchase and sale as well as all businesses operations related to gasoline stations, service stations and convenience store operations; additionally to conduct all types of property management, business management, personal asset management, sports management, asset management, financial services, loan services, investment advisory services, formation of investment clubs and organizations whether public or private; to have one or more offices and hold, purchase, mortgage, lease, dispose of, deal in and convey real and personal property without restrictions in this State and in any other of the several states, territories, possessions and dependencies of the United States

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as well as outside of the United States.

D. To engage in, render or carry on, any service or other business as principal or agent, with the power to let contracts for any such service or product; and to make and carry out contracts of every kind and nature that may be conducive to the accomplishment of any purposes of this corporation.

E. To acquire by purchase, or otherwise, for investment or resale, and to own, improve, operate, subdivide, lease, mortgage, sell and otherwise deal in, for cash or credit, by conveyance, agreement for deed, or other lawful instrument, real estate or mixed property located in the State of Florida or elsewhere, and generally to deal in and traffic as owner or agent in real estate, personal and mixed property, and any interest or estate therein, and to create, own, lease, sell, operate or deal in freehold and leasehold estates of any and all nature whatsoever and to be an investor in real, mixed and/or personal property; to grant, sell and otherwise deal in franchises and licenses.

F. To factor, lend or borrow money, be a surety, and to execute and deliver, accept, take and receive notes, bonds, debentures or other evidences thereof.

G. To act as agent, broker, or attorney-in-fact for any persons, firms or corporations in buying, selling and dealing in real or personal property or services of whatsoever kind or nature and in managing and conducting any legal actions, proceedings and business relating to any of the purposes herein mentioned or referred to.

H. To acquire, hold, undertake and fully exploit the good will, property, rights, franchises, assets of every kind and the liabilities of any person, firm, association or corporation, either wholly or partly; and to pay for the same in cash, stocks or bonds of the company or otherwise.

I. In any manner to acquire, enjoy, utilize and to dispose of patents, copyrights and trademarks, and any license or other interest therein and thereunder.

J. To purchase, subscribe for or otherwise acquire, become interested in, deal in and with, invest in, hold, pledge, sell, mortgage, lend money on, exchange or otherwise dispose of or turn to account or realize upon as owner, agent, broker or factor or in any other capacity, all forms of securities, including stocks, bonds, debentures, options, futures, mortgages, notes, evidencing shares of or interest in common law trusts, trusts and trust estates or associations,

certificates of trust or beneficial interests in trusts, mortgages, contracts and other instruments, securities and rights; to investigate and report with respect to; and to undertake, carry on, aid, assist or participate in the organization, liquidation or reorganization of financial, commercial, mercantile, manufacturing, industrial or other business concerns, firms, associations and corporations; to institute, participate in or promote commercial, mercantile, financial and industrial enterprises and operations.

K. To borrow money and contract debts when necessary in the purchase of or acquisition of real, personal and intangible property, business rights or franchises, or for additional working capital or for any other object in or about its business or affairs and without limit as to amount; and to secure the payment of money in any lawful manner.

L. To enter into any partnership, limited or general, as Limited or General Partner, or both, and to enter into any other arrangement for profit-sharing, union or interest, or cooperation, with any corporation, association, partnership, syndicate, entity, person or governmental, municipal or public authority in the carrying on of any business or transaction deemed necessary, convenient or incidental to carrying out any of the purposes of this corporation.

M. To purchase, hold, sell and transfer shares of its own capital stock; subject, however, to such limitations as may be provided by law; capital stock owned by the corporation shall not be voted upon directly or indirectly, nor counted as outstanding for the purpose of any stockholders' quorum or vote.

N. To do all acts and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes hereinafter or before enumerated or incidental to the powers herein named, or which shall at any time appear conducive or expedient for the benefit or protection of the corporation, either as holders of, or interested in any property, or otherwise.

O. To exercise all of the powers which are now or may hereafter be conferred upon corporations generally by the laws of the State of Florida and to operate any business enterprise allowable under the laws of the State of Florida.

ARTICLE III.

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows: 1,000 shares of common stock at \$1.00 per share par value.

ARTICLE IV.

This corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE V.

The initial street address of said corporation shall be 8520 S.W. 1st Street #201, Pembroke Pines, Florida 33025, with the privilege of having its office and branch offices at other places within or without the State of Florida.

ARTICLE VI.

The number of Directors of this corporation shall be not less than one (1) nor more than three (3) and the initial Board of Directors of this corporation shall be comprised of two (2) members.

ARTICLE VII.

The name and street address of the parties who are appointed to act as Directors until the first annual meeting of the stockholders or until their successors are elected and shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>
MOHAMMED F. KABIR	8520 SW 1 st Street #201 Pembroke Pines, Florida 33025
UMME K. KABIR	8520 SW 1 st Street #201 Pembroke Pines, Florida 33025

ARTICLE VIII.

The names and addresses of the persons signing these Articles of Incorporation as Subscribers and the number of shares they have agreed to purchase are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>
MOHAMMED F. KABIR	8520 SW 1 st Street #201	100 Jointly
UMME K. KABIR	Pembroke Pines, FL 33025	

ARTICLE IX.

These Articles of Incorporation may be amended in the manner provided by law. Each amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon.

ARTICLE X.

The street address of the initial registered office of the corporation in this State is 8520 SW 1st Street #201, Pembroke Pines, Florida 33025. The initial registered agent at the registered office is MOHAMMED F. KABIR.

IN WITNESS WHEREOF, we the undersigned, being the original subscribers to the capital stock hereinabove named, and for the purpose of forming a corporation pursuant to the corporation law of the State of Florida, do make and file these Articles, hereby declaring and certifying that the facts herein stated are true and agree to take the number of shares of stock hereinabove set forth, and accordingly have hereunto set our hands and seals this 30th day of June, 2003.

M. F. Kabir. (SEAL)

MOHAMMED F. KABIR

Umme Kabir. (SEAL)

UMME K. KABIR

STATE OF FLORIDA)
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me, in the County and State aforesaid, this 30 day of June, 2003 by MOHAMMED F. KABIR and UMME K. KABIR who are personally known by me or who have produced Florida Driver
Licenses as identification and who executed the foregoing Articles of Incorporation, and they acknowledged to and before me that they executed the same for the purposes therein expressed.

Craig B. Cotler
NOTARY PUBLIC, State of Florida
at Large
My Commission Expires:



Craig Brian Cotler
MY COMMISSION # CC922265 EXPIRES
April 21, 2004
BONDED THRU TROY FAIR INSURANCE, INC.

ACKNOWLEDGMENT

Having been named as the Registered Agent for the above stated corporation at the place designated in said Articles, I hereby accept to act in this capacity and agree to comply with the provisions of all applicable statutes relative to keeping open said office.

M. Fawaz Kabir
MOHAMMED F. KABIR
REGISTERED AGENT

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