

**Electronic Articles of Incorporation
For**

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FILED
June 20, 2005
Sec. Of State
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BLUE DOLPHIN II, 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:

BLUE DOLPHIN II, INC.

Article II

The principal place of business address:

2260 SO. FERDON BLVD
CRESTVIEW, FL. 32536

The mailing address of the corporation is:

2260 SO. FERDON BLVD
CRESTVIEW, FL. 32536

Article III

The purpose for which this corporation is organized is:

REAL ESTATE AND DEVELOPMENT AND ANY AND ALL LAWFULL PURPOSE

Article IV

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

1000

Article V

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

D. MICHAEL CHESSER
1201 EGLIN PARKWAY
SHALIMAR, FL. 32579

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

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Registered Agent Signature: D. MICHAEL CHESSER

Article VI

The name and address of the incorporator is:

BARBARA J. FARIS
2260 SO. FERDON BLVD
CRESTVIEW, FL 32536

Incorporator Signature: BARBARA J. FARIS

Article VII

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

Title: P,VP
BARBARA J FARIS
2260 SO. FERDON BLVD.
CRESTVIEW, FL. 32536

Article VIII

The effective date for this corporation shall be:

06/18/2005