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To: Division of Corporations
Fax Number : (850)205-0381

From: Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

FLORIDA PROFIT CORPORATION OR P.A.

medley petroleum group, inc.

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**ARTICLES OF INCORPORATION
OF
MEDLEY PETROLEUM GROUP, INC.**

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The undersigned incorporator(s), for the purpose of forming a Profit Corporation under Chapter 607 of the Florida Statutes, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I

The name of this corporation shall be: MEDLEY PETROLEUM GROUP, INC.

ARTICLE II

This corporation shall commence existence upon the date of filing with the Division of Corporations, state of Florida, and shall have perpetual existence.

ARTICLE III

The principal place of business of this corporation: 8432 NW 168TH TERRACE, MIAMI LAKES, FL 33016.

ARTICLE IV

The general nature of business of this corporation is to transact any and all lawful business.

ARTICLE V

The aggregate number of shares which this corporation shall have authority to issue is 100 shares of common stock, having no par value.

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

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ARTICLE VI

The name and street address of the initial Registered Agent of this corporation shall be: YADELKIS CRUZ, 8432 NW 168TH TERRACE, MIAMI LAKES, FL 33016.

ARTICLE VII

The name and address of the officers and board of directors shall be:

| | |
|--|--|
| PRES/DIRECTOR YADELKIS CRUZ | 8432 NW 168 TH TERRACE MIAMI LAKES, FL 33016 |
| SEC/DIRECTOR ROBERTO HERNANDEZ | 8432 NW 168 TH TERRACE MIAMI LAKES, FL 33016 |
| TREAS/DIRECTOR JUAN CRUZ | 8432 NW 168 TH TERRACE MIAMI LAKES, FL 33016 |

ARTICLE VIII

The name and address of the incorporator(s) to these Articles of Incorporation shall be:

EMPIRE CORPORATE KIT OF AMERICA, INC.
2444 NW 7TH PLACE
MIAMI, FL 33127

The undersigned has executed these Articles of Incorporation this 17th day of JUNE, 2005.


INCORPORATOR
Ray Starmont Signing for
Empire Corporate Kit of America, Inc.

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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 the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

First that MEDLEY PETROLEUM GROUP, INC.

desiring to organize under the laws of the State of FLORIDA, with its principal office, as indicated

in the articles of incorporation has named YADELKIS CRUZ

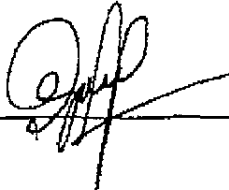
located at 8432 N.W. 168 Terrace

City of Miami-Lakes County of Miami-Dade
(City) (County)

State of Florida, as its agent to accept service of process within this state.

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 _____



YADELKIS CRUZ

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