

JAN. 25. 2000 1:17PM

CAPITAL CONNECTION

NO 3901

P. 1

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Florida Department of State  
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FLORIDA PROFIT/NON PROFIT CORPORATION

Petromerica Oil Corporation

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**ARTICLES OF INCORPORATION  
OF  
PETROMERICA OIL CORPORATION**

THE UNDERSIGNED, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

**ARTICLE I - NAME**

The name of this corporation is Petromerica Oil Corporation.

**ARTICLE II - EFFECTIVE DATE AND DURATION**

The effective date shall be January 24, 2006. The duration of this corporation is perpetual.

**ARTICLE III - PURPOSE**

The purpose of this corporation is to engage in any activity or business permitted under the laws of the United States and Florida.

**ARTICLE IV - STOCK**

The aggregate number of shares which this corporation shall have authority to issue is 1,000 shares of Common Stock at \$1.00 par value per share. Fully-paid stock of this corporation shall not be liable to any further call or assessment. The sum of the par value of all shares of capital stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time, to the extent of the par value of such shares, and the excess, if any, of consideration received for such shares shall constitute capital surplus.

**ARTICLE V - AMENDMENT**

These Articles of Incorporation may be amended, altered, changed, or repealed by the affirmative vote of a majority of the stock issued and outstanding, at a shareholders meeting called for that purpose.

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TALLAHASSEE, FLORIDA

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**ARTICLE VI - PRINCIPAL PLACE OF BUSINESS,  
INITIAL OFFICE AND AGENT**

The street address of this corporation's initial registered office in Florida is 801 Maplewood Drive, Suite 22-A, Jupiter, Florida 33458 and the name of its initial registered agent at that address is Carlos J. Berrocal. The principal place of business shall also be at that same address.

**ARTICLE VII - DIRECTORS**

The number of directors constituting the initial Board of Directors of this corporation is one. The name and address of the person who is to serve as director until the first annual meeting of shareholders, or until his successors are elected and qualified, is:

<u>Name</u>	<u>Address</u>
Carlos E. Condes	801 Maplewood Drive - Suite 22-A Jupiter, Florida 33458

**ARTICLE VIII - INCORPORATOR**

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Carlos J. Berrocal	801 Maplewood Drive Suite 22-A Jupiter, Florida 33458

**ARTICLE IX - COMMON DIRECTORS  
TRANSACTIONS BETWEEN CORPORATIONS**

No contract or other transaction between this corporation and one or more of its directors or any other corporation, firm, association, or entity in which one or more of its directors are directors or officers or are financially interested, shall either be void or voidable because of such relationship or interest, or because such director or directors are present at the meeting of the Board of Directors, or a committee thereof which authorizes, approves, or ratifies such contract or transaction, or because his or their votes are counted for such purpose if: (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the contract or transaction by vote or consent sufficient for the purpose without counting the votes or consents of such interested director; or (b) the fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or (c) the contract is fair and reasonable to the corporation. Such contracts or transactions shall include, but not be limited to, the payment of salaries or other compensation pursuant to agreement or duly ratified minutes or bylaws of the corporation.

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Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes, approves, or ratifies such contract or transactions.

**ARTICLE X - BYLAWS**

The Bylaws of the corporation shall be initially adopted by the Board of Directors, and may be changed or repealed by the affirmative vote of a majority of the Board of Directors or by the affirmative vote of a majority of shareholders at any meeting thereof.

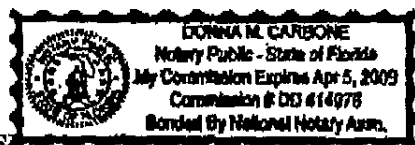
DATED: January 24, 2006



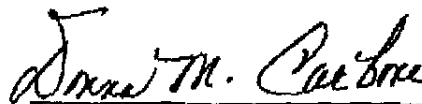
Carlos J. Berrocal  
Incorporator

STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 24<sup>th</sup> day of January, 2006 by Carlos J. Berrocal, who is personally known to me and who did not take an oath.



[Signature]



Notary Public, State of Florida

Print Name: Donna M. Carbone

My Commission Expires: 4-05-09

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED**

In compliance with the Florida Statutes, the following is submitted:

Petromerica Oil Corporation, a Florida Corporation, desiring to organize under the laws of the State of Florida, with its principal place of business as indicated in the foregoing Articles of Incorporation, State of Florida, has named

Agent

Address

Carlos J. Berrocal


801 Maplewood Dr., Suite 22-A,  
Jupiter, Florida, 33458

as its agent to accept service of process within Florida, and as its Statutory Registered Agent.

**ACKNOWLEDGMENT AND ACCEPTANCE**

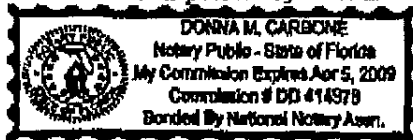
Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED: January 24, 2006


  
Carlos J. Berrocal  
Registered Agent

STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this day 24<sup>th</sup> of January, 2006, by Carlos J. Berrocal who is personally known to me and who did not take an oath.



[SEAL]

  
Notary Public, State of Florida  
Print Name: Donna M. Carbone  
My Commission Expires: 4-05-09

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