

FEB. 2. 2006

9:06AM

CAPITAL CONNECTION

NO 4190 2 1

P060000011317

Florida Department of State
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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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DIVISION OF CORPORATIONS

COR AMND/RESTATE/CORRECT OR O/D RESIGN

PETROMERICA OIL CORPORATION

Certificate of Status	0
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Amend / Restated / CC
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CAPITAL CONNECTION

NO. 4190 P. 2

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
PETROMERICA OIL CORPORATION.**

FILED
06 FEB -2 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following Amended and Restated Articles of Incorporation of Petromerica Oil Corporation (the "Corporation"), a corporation organized under the Laws of the State of Florida on January 24, 2006, were duly adopted by the directors of the corporation pursuant to Section 607.1007 of the Florida Statutes, and all amendments included herein have been approved by a majority vote of shareholders which was sufficient approval for purposes of making such amendments, all pursuant to Sections 607.1003 and 607.1006 of the Florida Statutes. There is no discrepancy between the Corporation's Articles of Incorporation, other than the inclusion of amendments adopted pursuant to Section 607.1003 of the Florida Statutes, and the omission of matters of historical interest.

ARTICLE I - NAME

The name of this corporation is Petromerica Oil Corporation.

ARTICLE II - EFFECTIVE DATE AND DURATION

The effective date shall be February 1, 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 - AUTHORITY TO ISSUE WARRANTS

The corporation is hereby expressly authorized and empowered, by resolution of its Board of Directors, to create and issue, whether or not in connection with the issue and sale of any shares or other securities of the corporation, rights or options entitling the holders or owners thereof to purchase or acquire from the corporation any shares of any class or series of other securities, whether now or hereafter authorized. These rights or options shall be evidenced by or in such warrants or other instruments as shall be approved by the Board of Directors. The terms upon which the rights or options may be exercised, may be limited or unlimited in duration, and the price or prices at which, any such shares or other securities may be purchased or acquired from the corporation upon the exercise of any such rights or options shall be such as shall be fixed in a resolution or resolutions adopted by the Board of Directors providing for the creation and issue of such rights or options, and set forth or incorporated by reference in the warrants or other instruments evidencing such rights or options, and as shall be permitted by law. The Board of Directors is

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hereby authorized and empowered to authorize the creation and issue of any such right or options and any such warrants or other instruments from time to time. Any and all shares which may be purchased or acquired or issued upon the exercise of any such right or option shall be deemed fully paid and not liable to any further call or assessment, or partly paid or liable to further call or assessment, as the terms of the warrants or other instruments evidencing such rights or options shall provide. Except as otherwise provided by law, the Board of Directors shall have full power and discretion to prescribe and regulate from time to time the procedure to be followed in, and all other matters concerning, the creation, issue, and exercise of any such rights and options and such warrants or other instruments, and the setting aside of shares or other securities for the purpose thereof, and the issuance of such shares or other securities upon the exercise thereof.

ARTICLE VI - 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.

ARTICLE VII - 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 22A, 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 VIII - 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 their successors are elected and qualified, is:

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

ARTICLE IX - INCORPORATOR

The name and address of the incorporator is:

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

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ARTICLE X - COMMON DIRECTORS
TRANSACTIONS BETWEEN CORPORATIONS

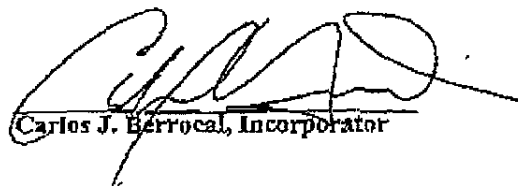
No contract or other transaction between this corporation and one or more of its directors or any other corporation, firm, association, or entity in which one or more of its directors are directors or officers or are financially interested, shall either be void or voidable because of such relationship 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.

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 XI - BYLAWS

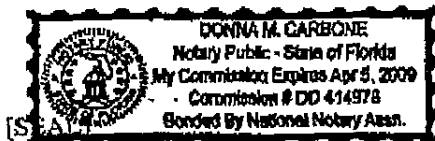
The Bylaws of the corporation shall be initially adopted by the Board of Directors, and may be changed or repealed by the affirmative vote of a majority of the Board of Directors or by the affirmative vote of a majority of shareholders at any meeting thereof.


DATED: February 1, 2006


Carlos J. Berrocal, Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this first day of February, 2006, by Carlos J. Berrocal, who [x] is personally known to me or [] who has produced a driver's license as identification and who did not take an oath.




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

Carlos J. Berrocal

Address

*801 Maplewood Drive
Suite 22A
Jupiter, Florida 33458*

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

ACKNOWLEDGMENT AND ACCEPTANCE

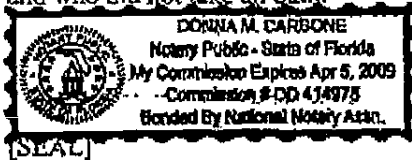
Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED: February 1, 2006

[Signature]
Carlos J. Berrocal
Registered Agent

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this first day of February, 2006, by Carlos J. Berrocal, who [x] is personally known to me or [] who has produced a driver's license as identification and who did not take an oath.



[Signature]
Notary Public, State of Florida
Print Name: Donna M. Carbone
My Commission Expires: 4/05/09

(C:\M\J\ENTSO\102\Document\Articles Inc amended & resigned.wml

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