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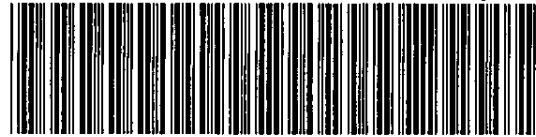
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Tom H. Billiris, P.A.
Attorney At Law

Tom H. Billiris, Esquire
Licensed Real Estate Broker
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April 4, 2007

Department of State
Corporate Filings
P.O. Box 6327
Tallahassee, Fl. 32314

RE: Blue Phase, Inc.

To whom it may concern:

Enclosed please find an original and one copy of the Articles of Incorporation for the above-described entity. Also, please find a check for the appropriate fees for filing, certification, and certificate of status.

Please file this as soon as possible and return copies to the address shown above.

Thank you.

Sincerely,



Tom H. Billiris

THB/tb
Enclosures

Articles of Incorporation
of
BLUE PHASE, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article One: Name

The name of this corporation is BLUE PHASE, INC.

Article Two: Purposes

The nature of the business and the objects and purposes for which this corporation is formed is to engage in any activity or business as fully and to the same extent as natural persons might or could do and is permitted under the laws of the United States of America and the State of Florida.

1. To render service of wholesale and retail of petroleum products to the public. This professional corporation shall exist and function in compliance with the "Professional Service Corporation Act" and in order to properly prosecute the objects and purposes above set forth, the corporation shall have full power and authority to purchase, lease and otherwise acquire, hold, mortgage, convey and otherwise dispose of all kinds of property, both real and personal, necessary for the rendering of services related to retail and wholesale distribution of petroleum products.

2. To take, buy, purchase, sell, exchange, hire, lease or otherwise acquire real estate and property, either improved or unimproved, and any interest or right therein and tangible and intangible personal property, and to hold, own, control, manage and develop the same.

3. To carry on any business whatsoever which the corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or which may be calculated directly or indirectly to promote the interest of the corporation or to enhance the value of its property.

4. To purchase, hold, sell, and issue the shares of its own capital stock.

5. To conduct its business in the State of Florida, in other states, in the District of Columbia, in the territories and colonies of the United States and foreign countries and to exercise all the powers conferred by the laws of the State of Florida upon corporations formed under the Act pursuant to any under which this corporation is formed.

6. To do such other tasks as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

7. The intention is that none of the objects and powers as hereinabove set forth, except where otherwise specified in the Article, shall be in any way limited or restricted by reference to or inference from the terms of any other Articles, but that the objects and powers specified in each of the clauses of this Article shall be regarded as independent objects and powers.

Article Three: Registered Office; Registered Agent

The address of the initial registered office of the corporation is 429 E. Orange Street, Tarpon Springs, Pinellas County, Florida 34689, and the name of its initial registered agent at such address is TIMOTHY M. LEWIS.

Article Four: Principal Office

The business address of the corporation's principal office is 429 East Orange Street, Tarpon Springs, Pinellas County, Florida 34689.

Article Five: Duration

The period of this corporation's duration is perpetual.

Article Six: Directors

(a) The number of directors constituting the initial board of directors is one, and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

Name	Address
TIMOTHY M. LEWIS	P.O. Box 1017, Tarpon Springs, Fl. 34688-1017.

(b) The number of directors of the corporation set forth in Clause (a) of this Article shall constitute the authorized number of directors until changed by an amendment of articles of incorporation or by a bylaw duly adopted by the vote or written consent of the holders of a majority of the then outstanding shares of stock in the corporation.

Article Seven: Incorporators

The names and addresses of the incorporators are:

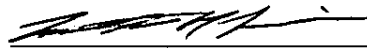
Name	Address
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TIMOTHY M. LEWIS

P.O. Box 1017, Tarpon Springs, Fl. 34688-1017.

Article Eight: Capitalization

The total number of shares of all classes of stock which the corporation shall have authority to issue is 100 shares of common stock at \$0.00 par value each. This Article can be amended only by the vote or written consent of the holders of 51% of the outstanding shares. For the purpose of forming a corporation under the laws of Florida, we, the undersigned, have personally executed these articles of incorporation on April 4, 2007.

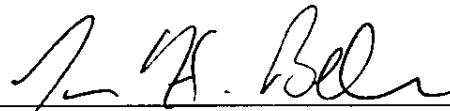


Timothy M. Lewis
Incorporator

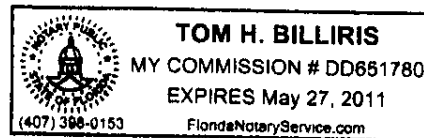
State of Florida)
County of Pinellas)

The foregoing instrument was acknowledged before me this 4th day of April, 2007, by TIMOTHY M. LEWIS, who is personally known to me or who has produced _____ as identification and who did take an oath.

Notary Public




My Commission Expires:



Acceptance of Duties By Registered Agent of BLUE PHASE, INC.

Having been named as registered agent and to accept service of process for the above-named 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.

Dated: April 4, 2007.



Timothy M. Lewis
Registered Agent
BLUE PHASE, INC.

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TALLAHASSEE, FLORIDA