

NOV-06-2007

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Florida Department of State  
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To:

Division of Corporations  
Fax Number : (850) 617-6381

From:

Account Name : SCHNEIDER WEINBERGER & BEILLY LLP  
Account Number : I20030000066  
Phone : (561) 362-9595  
Fax Number : (561) 362-9612

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**STATE PETROLEUM ACQUISITION CORP.**

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T. Burch NOV 7 2007

**ARTICLES OF INCORPORATION**  
**OF**  
**STATE PETROLEUM ACQUISITION CORP.**

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

**ARTICLE I**  
**CORPORATE NAME**

The name of this Corporation shall be: State Petroleum Acquisition Corp.

**ARTICLE II**  
**PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is 902 Clint Moore Road, Suite 204, Boca Raton, Florida 33487.

**ARTICLE III**  
**NATURE OF CORPORATE BUSINESS AND POWERS**

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV**  
**CAPITAL STOCK**

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be One Thousand (1,000) shares of Common Stock, par value \$.001 per share.

**ARTICLE V**  
**TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

**ARTICLE VI**  
**REGISTERED AGENT AND**  
**INITIAL REGISTERED OFFICE IN FLORIDA**

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Richard Hersh  
902 Clint Moore Road, Suite 204  
Boca Raton, FL 33487

ARTICLE VII  
BOARD OF DIRECTORS

This corporation shall have one (1) Director initially.

Frank P. Reilly  
902 Clint Moore Road, Suite 204  
Boca Raton, FL 33487

ARTICLE VIII  
INCORPORATOR

The name address of the person signing these Articles of Incorporation as the Incorporator is Frank P. Reilly, 902 Clint Moore Road, Suite 204, Boca Raton, Florida 33487.

ARTICLE IX  
INDEMNIFICATION

To the fullest extent permitted by the Florida Business Corporation Act, the Corporation shall indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that such person (i) is or was a director of the Corporation; (ii) is or was serving at the request of the Corporation as a director of another corporation, provided that such person is or was at the time a director of the Corporation; or (iv) is or was serving at the request of the Corporation as an officer of another Corporation, provided that such person is or was at the time a director of the corporation or a director of such other corporation, serving at the request of the Corporation. Unless otherwise expressly prohibited by the Florida Business Corporation Act, and except as otherwise provided in the previous sentence, the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit, or proceeding by reason of the fact such person is or was an officer, employee or agent of the Corporation as an officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. No person falling within the purview of this paragraph may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

ARTICLE X  
AFFILIATED TRANSACTIONS

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

ARTICLE XI  
CONTROL SHARE ACQUISITIONS

This Corporation expressly elects to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on the 5<sup>th</sup> day of November 2007.

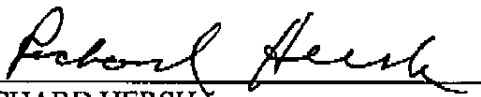
  
\_\_\_\_\_  
FRANK P. REILLY, Incorporator

**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND OFFICE FOR SERVICE FOR PROCESS**

STATE PETROLEUM ACQUISITION CORP., a corporation existing under the laws of the State of Florida with its principal office and mailing address at 902 Clint Moore Road, Suite 204, Boca Raton, Florida 33487 has named Richard Hersh whose address is 902 Clint Moore Road, Suite 204, Boca Raton, Florida 33487 as its agent to accept service of process within the State of Florida.

**ACCEPTANCE:**

Having been named 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 comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.

  
RICHARD HERSH