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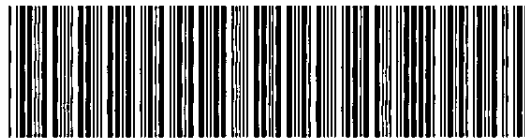
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DIVISION OF CORPORATIONS
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EXPRESS CORPORATE FILING SERVICE, INC
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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Petroleum and Alternative Fuels, Inc.
(Corporation Name) (Document #)
2. _____
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NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
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Examiner's Initials

**ARTICLES OF INCORPORATION
OF
PETROLEUM AND ALTERNATIVE FUELS, INC.**

ARTICLE I

NAME

The name of the corporation is:

PETROLEUM AND ALTERNATIVE FUELS, INC

ARTICLE II

NATURE OF CORPORATE BUSINESS

To purchase, or otherwise acquire, invest in, hold, use, sell, exchange, export, distribute, and otherwise dispose of, and generally to trade, and deal as principal or agent, at wholesale, retail, on commission, or otherwise, petroleum derivative products such as fuels, lubricants, and others, as well non fossil fuels, and similar products; equipment related thereto such as electrical, mechanical, and electro-mechanical apparatus, and equipment of every kind and description, and also to deal with terminal properties, and depots, freight station houses, storage facilities, freight, stock and repair yards, communications facilities, power plants, and power houses, wharves, docks, laboratories, cars, locomotives, rolling stock, motors, trucks, automobiles, ships and vessels, aircraft, and all so related structures, tools, machinery, appliances and appurtenances, and any and all other property, real, personal, or mixed, and wheresoever situated, whether or not similar to any property above described, which may be necessary or useful in connection with the business activities of the Corporation including the management of other entities and the holding of securities and shares of stocks in other entities and to invest in other corporations, trusts, and other bona fide business ventures.

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To borrow money and contract debts; to make, issue and dispose of bonds, debentures, notes and other obligations, secured or unsecured; and to make any lawful contract of guaranty, suretyship, or of any kind whatsoever in connection with, or in aid of any corporation or other organizations any of whose this Corporation owns or in which this Corporation has an interest; to secure contracts, obligations, and liabilities or any thereof, in whole or in part, by mortgage, deed of trust, creation of security interest in, pledge, or other lien, upon any or all of the property of this Corporation wheresoever situated, acquired, or to be acquired.

The foregoing clauses shall be construed as, and shall be powers as well as purposes, and all matters expressed in each clause shall, unless otherwise herein expressly provided, be in no wise limited by reference to or inference from the terms of any other clause but shall be regarded as independent powers and purposes; and the enumeration of specific powers and purposes shall not be construed to limit or restrict in any manner the meaning of general terms of the general powers of this Corporation, nor shall the expression of one thing be deemed to exclude another not expressed, although it be of like nature. This Corporation shall be authorized to exercise and enjoy all other powers, rights and privileges granted by the Business Corporation Act of this State to corporations organized thereunder, and amendatory of or supplemental to that statute, and the enumeration of certain powers as herein specified is not intended as exclusive of or as a waiver of any of the powers, rights or privileges granted or conferred by that statute now or hereafter in force; provided however that nothing herein contained shall be deemed to authorize or permit this Corporation to carry on any business, to exercise any power, or to do any act which a corporation formed under that statute may not at the time lawfully carry or do.

ARTICLE III
CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1,000,000 shares, one common class, one cent (\$0.01) par value.

ARTICLE IV
CORPORATE EXISTENCE

This corporation is to exist perpetually.

ARTICLE V
INITIAL REGISTERED AGENT AND REGISTERED OFFICE

The corporation's initial Registered Agent and Registered Office in the State of Florida are:

Initial Registered Agent: Kenneth Warner

Initial Registered Office: Suite 800
5201 Blue Lagoon Drive
Miami, Florida 33126

ACKNOWLEDGEMENT AND CONSENT OF REGISTERED AGENT

Having been named Initial Registered Agent to accept service of process for the above stated corporation at the Initial Registered Office designated in these Articles of Incorporation, I hereby accept the appointment as Registered Agent and agree to act in such 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.



KENNETH WARNER

ARTICLE VI
INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial board of directors shall be one (1).

The name, and postal addresses of the initial director of the initial board of directors is:

Name: Kenneth Warner
Address: Suite 800
5201 Blue Lagoon Drive
Miami, Florida 33126

ARTICLE VII
INCORPORATOR

The name and address of the incorporator executing these Articles of Incorporation is:

Name: Kenneth Warner
Address: Suite 800
5201 Blue Lagoon Drive
Miami, Florida 33126

ARTICLE VIII
PREEMPTIVE RIGHTS

The shareholders of the common stock of this corporation shall be vested with preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, those shares of the common stock of this corporation which may be issued from time to time for money, property or past services. The preemptive right of any shareholder is determined by the ratio of authorized and issued shares of common stock held by the holder and all shares of common stock currently authorized and issued.

ARTICLE IX
ALIENATION OF SHARES


Any shareholder desiring to sell, pledge, give or otherwise dispose of his or her shares, must first offer, in writing, the shares to be alienated, to the other shareholders of the Corporation in proportion to their existing holdings. Such offer shall be at the same price and on the same terms as may be in proportion to their existing holdings. Such offer shall be at the same price and on the same terms as may be available to parties other than other shareholders of the Corporation. Said shareholders shall have forty-five (45) days to acquire said shares. Shares that are not so acquired by any one shareholder, shall be made available to the other shareholders. Shares that are not then acquired by any shareholder, may be otherwise alienated at the price and terms originally contemplated.

ARTICLE X
INITIAL ADDRESS

The street address in this state of the principal office of the corporation is:

Suite 800
5201 Blue Lagoon Drive
Miami, Florida 33126

IN WITNESS WHEREOF, the undersigned, as incorporator has executed the foregoing Articles of Incorporation on this 8 day of May, A.D. 2008.


KENNETH WARNER, ESQUIRE
INCORPORATOR

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