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ARTICLES OF INCORPORATION OF BAGLE STAR PETROLEUM ENTERPRISES, INC.

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TALLAHASSEE, FLORID

ARTICLE I - NAME

The name of this Corporation is EAGLE STAR PETROLEUM ENTERPRISES, INC..

ARTICLE IL - DURATION

This Corporation shall have a perpetual existence commencing on the date of filing of the Articles of Incorporation

ARTICLE III - PURPOSE

This Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 7,500 shares of One Dollar (\$1,00) par value common stock, which shall be designated "Common Shares."

ARTICLE Y - INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of this Corporation is <u>Tomas Pequeno</u> and the street address of the initial registered office of this Corporation is <u>2333 Pence De Leon Bivd.</u>

PH Suite 1120. Coral Gables, Fl. 33134.

THIS INSTRUMENT PREPARED BY:
LAURA SANTAMABIA, ESQUIRE
QUINTAHA & ASSOCIATES, P.A.
THE COLONNADE OFFICE TOWERS-PH 1120
2333 PONCE DE LEON BOULEVARD
CORAL GABLES, FLORIDA 33134
TRIEPHONE (305) 446-000 F()
FLORIDA BAR 8745979

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be increased or decreased from time to time by the By-Laws, but shall never be less than one (1). The name(s) and address(es) of the initial Directors are:

NAMES:

ADDRESSES:

Tomas Pequeno

1601 N.W. 119th Street North Miami, Fl. 33167

ARTICLE VIL - LAWS

The By-Laws of this Corporation may be adopted, altered, amended or repealed by either the Stockholder(s) or Director(s).

ARTICLE VIII - INDEMNIFICATION

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE IX - PREEMPTIVE RIGHTS

Every Stockholder, upon the sale for each of any new stock of this Corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his/her prorate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X - INCORPORATOR

The person signing these articles is Laura Santamaria, Esq. and his street address is 2333 Ponce De Lean Blvd. PH Suite 1120, Coral Gables, Fl 33134.

ARTICLE XI - OFFICES

The principal office of the Corporation and mailing address shall be established and maintained at 1601 N.W. 119th Street. North Miami, Fl. 33167, County of Dade, State of Florida. The Corporation may also have offices at such places within or without the State of Florida as the board may from time to time establish.

ARTICLE >71 - AMENDMENT

This Co-poration reserves the right to amend or repeal any provisions contained in these Articles, in accordance with the provisions of the Florida General Corporation Act.

IN VITNESS WHEREOF, the undersigned has executed these Arricles of Incorporation, this ________, 1995.

Laura Sansamaria, Esq., Incorpriu or

CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DESIGNATION WHOM THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED - ACCEPTANCE BY REGISTERED AGENT

In pursuance of Chapter 48.091, Florida Statues, the following is submitted, in compliance with said Act.

First, that <u>RAGLE STAR PETROLETIM ENTERPRISES</u>. INC., a Corporation, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Miami, County of Dade, State of Florida, has named <u>Laura Santamaria</u>. Esq., located at <u>2333 Ponce De Leon Blvd.</u> PH <u>Suite 1120</u>. Coral Gables, Fl. 33134, as its agent to accept service of process within this State.

Second, having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of said Act relative to keeping open said office and of all statutes relative to the proper and complete discharge of his duties, i.e., Section 607,325 F.S.

Dated this May 5, 1995.

Loura Santamaria, Esq.

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