

P950000040123

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

NAME _____
FIRM _____
ADDRESS _____
PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE: Apex Petroleum, Inc.

05 MAY 22 AM 9:21

DIVISION OF CORPORATE AFF.

DISBURSED

<input checked="" type="checkbox"/> Capital Express SM	_____	_____
<input type="checkbox"/> Art. of Inc. File	_____	_____
<input type="checkbox"/> Corp. Record Search	_____	_____
<input type="checkbox"/> Ltd. Partnership File	_____	_____
<input type="checkbox"/> Foreign Corp. File	_____	_____
<input checked="" type="checkbox"/> 1-1/2" Copy(s)	_____	_____
<input type="checkbox"/> Art. of Amend. File	_____	_____
<input type="checkbox"/> Dissolution/Withdrawal	_____	_____
<input type="checkbox"/> C U S-	_____	_____
<input type="checkbox"/> Fictitious Name File	_____	_____
<input type="checkbox"/> Name Reservation	_____	_____
<input type="checkbox"/> Annual Report/Reinstatement	_____	_____
<input type="checkbox"/> Reg. Agent Service	_____	_____
<input type="checkbox"/> Document Filing	_____	_____
<input type="checkbox"/> Corporate Kit	_____	_____
<input type="checkbox"/> Vehicle Search	_____	_____
<input type="checkbox"/> Driving Record	_____	_____
<input type="checkbox"/> Document Retrieval	_____	_____
<input type="checkbox"/> UCC 1 or 3 File	_____	_____
<input type="checkbox"/> UCC 11 Search	_____	_____
<input type="checkbox"/> UCC 11 Retrieval	_____	_____
<input type="checkbox"/> File No.'s, _____ Copies	_____	_____
<input type="checkbox"/> Courier Service	_____	_____
<input type="checkbox"/> Shipping/Handling	_____	_____
<input type="checkbox"/> Phone ()	_____	_____
<input type="checkbox"/> Top Priority	_____	_____
<input type="checkbox"/> Express Mail Prep.	_____	_____
<input type="checkbox"/> FAX () pgs.	_____	_____

588001 495385
05-22-95 1010-004
*****22.00 *****70.00

SUBTOTALS

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____
	\$ _____

REQUEST _____ TAKEN _____ CONFIRMED _____ APPROVED _____
DATE _____
TIME _____ CK No. _____
BY AAK

WALK-IN Will Pick Up 3:22 1200

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 MAY 22 AM 10:45

**ARTICLES OF INCORPORATION
OF**

APEX PETROLEUM, INC.

We, the undersigned, for the purpose of becoming a corporation under and pursuant to the laws of the State of Florida providing for the formation, liability, rights, privileges and immunities of corporation for profit, do hereby certify, declare and set forth as follows, to wit:

ARTICLE I

NAME

The name of the corporation shall be:

APEX PETROLEUM, INC.

ARTICLE II

GENERAL NATURE OF BUSINESS

The general nature and the object and purposes proposed to be transacted and carried on is consulting, and any and all other lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

The capital stock of this corporation shall be FIVE HUNDRED (500) shares of \$1.00 par value.

All of said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation.

ARTICLE IV

CAPITAL TO BEGIN BUSINESS

The amount of capital with which this corporation shall commence business shall be FIVE HUNDRED (\$500.00) DOLLARS.

ARTICLE V

CORPORATE EXISTENCE

This corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE VI

REGISTERED OFFICE AND REGISTERED AGENT

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
Carmine A. DellaSala	525 Flagler Drive, Suite 301 West Palm Beach, Florida 33401	same

The registered office of the corporation and its principal place of business shall be 525 Flagler

Drive, Suite 301, West Palm Beach, Florida 33401, with the privilege of having branch offices at other places within or without the State of Florida. The registered agent at the above address shall be Carmine A. DellaSala.

ARTICLE VII

OFFICERS AND DIRECTORS

The names and post office addresses of the officers and first Board of Directors of this corporation who shall hold office for the first year or until successors are chosen shall be:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
Carmine A. DellaSala	525 Flagler Drive, Suite 301 West Palm Beach, Florida 33401	President
Christian J. Hainsworth	525 Flagler Drive, Suite 301 West Palm Beach, Florida 33401	Vice President

The corporation shall have at least one and not more than five directors, and no person shall be required to own, hold or control stock in the corporation as a condition precedent to holding an office in this corporation.

ARTICLE VIII

SUBSCRIBERS

The name and post office address of the subscribers to these Articles of Incorporation, and the number of shares they agree to take, is as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NUMBER OF SHARES</u>
Carmine A. DellaSala	525 Flagler Drive, Suite 301 West Palm Beach, Florida 33401	250
Christian J. Hainsworth	525 Flagler Drive, Suite 301 West Palm Beach, Florida 33401	250

ARTICLE IX

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute.

Directors of this corporation shall have the power to make or amend By-Laws and to fix any amount to be reserved for working capital.

The private property of the stockholders shall not be subject to the payment of the corporate debts in any extent whatever. The corporation shall have a first lien on the shares of its members and upon the dividends due them from any indebtedness of such members of the corporation.

IN WITNESS WHEREOF, the undersigned, being the original subscriber to the capital stock hereinabove named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, do hereby make and file these Articles, hereby declaring and certifying the facts herein stated are true, and I do agree to take the number of shares hereinabove set forth, and hereunto set my hand and seal this 19 day of May, 1995.

In the presence of:

[Signature]
[Signature]

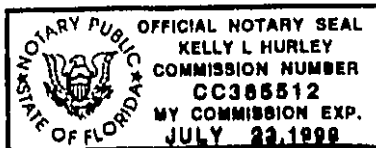
[Signature]
CARMINE A. DELLASALA

STATE OF FLORIDA)

)ss

COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, personally appeared, CARMINE A. DELLASALA, to me well known to be the individual described in and who executed the foregoing Articles of Incorporation, and (s)he acknowledged before me that (s)he executed the same for the purposes therein express.



By: [Signature]

Name: Kelly L. Hurley

Notary Public-State of Florida
My Commission Expires:

[Signature]
[Signature]

[Signature]
CHRISTIAN J. HAINSWORTH

STATE OF FLORIDA)

)ss

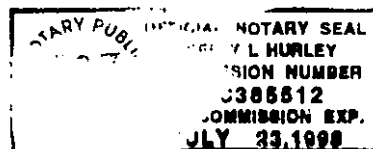
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, personally appeared, CHRISTIAN J. HAINSWORTH, to me well known to be the individual described in and who executed the foregoing Articles of Incorporation, and (s)he acknowledged before me that (s)he executed the same for the purposes therein express.

By: [Signature]

Name: Kelly L. Hurley

Notary Public-State of Florida
My Commission Expires:



To: The Department of State
Tallahassee, Florida 32304

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

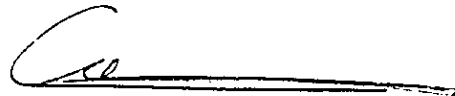
95 MAY 22 7:10:45

**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 Section 607.325 of the Florida General Corporation Act, the following is submitted:

APEX PETROLEUM, INC., with its place of business at 525 Flagler Drive, Suite 301, West Palm Beach, Florida 33401 has named Carmine A. DellaSala located at 525 Flagler Drive, Suite 301, West Palm Beach, Florida 33401, as its agent to accept service of process within Florida.

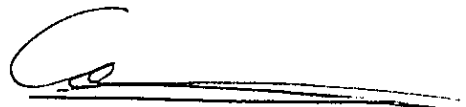
Dated: MAY 19, 1995.



Incorporator

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, and I accept the duties and obligations of Section 607.325 of the Florida General Corporation Act.

Dated: May 19, 1995.



Registered Agent

Alan M. Wagner

Certified Public Accountant

PALM SPRINGS PROFESSIONAL BUILDING
3175 SOUTH CONGRESS AVENUE SUITE 100
LAKE WORTH, FLORIDA 33461
PHONE (407) 439-7773 • FAX (407) 439-0699

P95000040123

February 1, 1996

Division of Corporation
Annual Reports Section
P.O. Box 150C
Tallahassee, FL 32302-1500

Dear Sir or Madam:

In regards to document #^{1/2}P95000040123 (8) for Apex Petroleum, Inc., the incorrect FEI number was sent. The correct number is 65-0585188.

In regards to document # P95000010148 (1) for Cambridge Communications Group, Inc., the incorrect FEI number was sent. The correct number is 65-0553212.

Please make appropriate adjustments to your records.

Thank you for your help in this matter.

Sincerely,

Toni L. Waterman
Toni L. Waterman