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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: EMPIRE CORPORATE RIT COMPANY
1492 W FLAGLER ST
SUITE 200
MIAMI FL 33135-
CONTACT: RAY STORMONT
PHONE: (305) 541-3694
FAX: (305) 541-3770

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: U.S. 1 PETROLEUM ENTERPRISES, INC.

FAX AUDIT NUMBER: H95000007030

DATE REQUESTED: 06/23/1995

CERTIFIED COPIES: 1

NUMBER OF PAGES: 5

ESTIMATED CHARGE: \$122.50

CURRENT STATUS: REQUESTED

TIME REQUESTED: 17:26:42

CERTIFICATE OF STATUS: 0

METHOD OF DELIVERY: FAX

ACCOUNT NUMBER: 072450003255

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TALLAHASSEE, FLORIDA

DIVISION OF CORPORATIONS

55 JUN 26 AM 10:34

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TO

DIV CORP ELT FI P.01



FLORIDA DEPARTMENT OF STATE

Sandra B. Morham
Secretary of State

June 26, 1995

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: U.S. 1 PA OLEUM ENTERPRISES, INC.
REF: W95000012968

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Lorin Poole
Corporate Specialist

FAX Aud. #: H95000007030
Letter Number: 195A00031182

Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314

**ARTICLES OF INCORPORATION OF
U.S. 1 PETROLEUM ENTERPRISES, INC.**

ARTICLE I - NAME

The name of this Corporation is U.S. 1 PETROLEUM ENTERPRISES, INC.

ARTICLE II - 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 V - INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of this Corporation is Laura Santamaria and the street address of the initial registered office of this Corporation is 2333 Ponce De Leon Blvd., PH Suite 1120, Coral Gables, FL 33134.

THIS INSTRUMENT PREPARED BY:
LAURA SANTAMARIA, ESQUIRE
QUINTANA & ASSOCIATES, P.A.
THE COLONNADE OFFICE TOWERS-PH 1120
2333 PONCE DE LEON BOULEVARD
CORAL GABLES, FLORIDA 33134
TELEPHONE (305) 446-0300
FLORIDA BAR #745979

DIES,

RECEIVED
JUN 27 1995
FALLMOUTH, FLORIDA

DIES,

PAGE TWO OF ARTICLES OF INCORPORATION
OF U.S. 1 PETROLEUM ENTERPRISES, INC..

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:

Tomas Pequeno

ADDRESSES:

12190 SW 99th Street
Miami, FL 33186

ARTICLE VII - 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 cash 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 prorata 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 Leon 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 12190 SW 99th Street, Miami, FL 33186, 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.

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PAGE THREE OF ARTICLES OF INCORPORATION
OF U.S. 1 PETROLEUM ENTERPRISES, INC.

ARTICLE XII - AMENDMENT

This Corporation 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 WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation,
this 23 day of June, 1995.



Laura Santamafia, Esq., Incorporator

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
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 Statutes, the following is submitted, in compliance with said Act.

First, that U.S. PETROLEUM ENTERPRISES, 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 Laura Santamaria, Esq., located at 2333 Ponce De Leon Blvd., PH Suite 1120, 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 June 5, 1995.



Laura Santamaria, Esq.

FILED
JUN 27 PM 12:16
CLERK OF COURT
JULY 10, 1995