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ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS

FROM: EMPIRE CORPORATE KIT COMPANY

DEPARTMENT OF STATE

1492 W FLAGLER ST

STATE OF FLORIDA

SUITE 200

409 EAST GAINES STREET

MIAMI FL 33135-

9-0000

TALLAHASSEE, FL 32309

CONTACT: RAY STORMONT

FAX: (904) 922-4000

PHONE: (305) 541-3094

FAX: (305) 541-3770

((H95000008255))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: TOPPETROLEUM EQUIPMENT, INC.

FAX AUDIT NUMBER: H95000008255

CURRENT STATUS: REQUESTED

DATE REQUESTED: 07/28/1995

TIME REQUESTED: 16:05:53

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FLORIDA DEPARTMENT OF STATE
Sandra B. Morton
Secretary of State

July 27, 1995

EMPIRE

MIAMI, FL

SUBJECT: TOP PETROLEUM EQUIPMENT, INC.
REF: W95000015123

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

THE REGISTERED AGENTS NAME IS NOT CORRECT IN ARTICLE FIVE.

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) 487-6931.

Steven Godfrey
Corporate Specialist

FAK Aud. #: H95000008255
Letter Number: 395A00035716

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

EMPIRE CORPORATE KIT COMPANY
1492 West Flagler Street # 200
Miami, Florida 33135-2209
(305) 541-3684

TESSY

95 JUL 28 1968
(4)

STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF

TOP PETROLEUM EQUIPMENT, INC.

The undersigned, acting as incorporators of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation:

FIRST: The name of the corporation is:
TOP PETROLEUM EQUIPMENT, INC.

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are:

To engage in the transaction of any or all lawful business for which corporations may be incorporated under the provisions of the Florida General Corporation Act.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is:
One thousand shares (1,000) at \$1.00 par value.

FIFTH: The street address of the initial registered office of the corporation is:
1200 S. Pine Island Road
Plantation, FL 33324
and the name of its initial Registered Agent at such address is:
CT CORPORATION SYSTEM:

The initial street address of the principal office of the corporation shall be:

Calle 11 Edif. Stefanutti
2do Piso La Yaguara, Caracas, Venezuela

HARRY D. POLATSEK
2455 E. SUNRISE BLVD. #1216
FORT LAUD., FL 33304
(305) 566.0377
FL. BAR NO. 230960

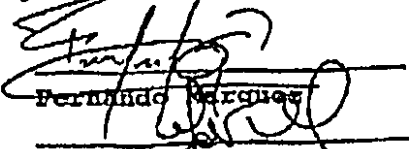
SIXTH: The number of Directors constituting the initial Board of Directors of the corporation is two, and the name and address of the persons who are to serve as Directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

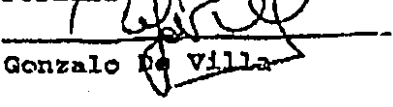
Fernando Marquez and Gonzalo De Villa
Calle 11 Edif. Stefanutti
2do Piso La Yaguara, Caracas, Venezuela

The name and address of each incorporator is:

Fernando Marquez and Gonzalo De Villa
Calle 11 Edif. Stefanutti
2do Piso La Yaguara, Caracas, Venezuela

Dated:


Fernando Marquez

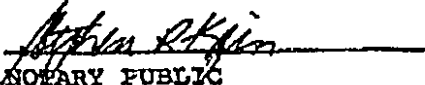

Gonzalo De Villa

State of Florida :
: ss.
County of Broward :

The foregoing instrument was acknowledged before me this 25th day of July, 1995 by Fernando Marquez of Top Petroleum Equipment, Inc., who is personally known to me or who has produced passport as identification and who did/did not take an oath.


NOTARY PUBLIC

The foregoing instrument was acknowledged before me this 25th day of July, 1995 by Gonzalo De Villa of Top Petroleum Equipment, Inc., who is personally known to me or who has produced passport as identification and who did/did not take an oath.


NOTARY PUBLIC

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ACCEPTANCE OF APPOINTMENT

Pursuant to Section 48.091 and 607.0501, Florida Statutes, the undersigned acknowledges and accepts its appointment as registered agent of TOP PETROLEUM EQUIPMENT, INC. and agrees to act in that capacity and to comply with the provisions of the Florida Business Corporation Act (1990), relative to keeping open the registered office at the address specified above. The undersigned is familiar with, and accepts the obligations of Section 607.0503, Florida Statutes.

Dated July 25, 1995.

C T CORPORATION SYSTEM



Tanya M. Villar
Special Assistant Secretary

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