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FLORIDA DIVISION OF CORPORATIONS

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01 DIVISION OF CORPORATIONS

FROM: ACE INDUSTRIES, INC.

DEPARTMENT OF STATE

64 NW 11TH ST

STATE OF FLORIDA

409 EAST GAINES STREET

TALLAHASSEE, FL 32399

FAX: (904) 922-4000

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MIAMI FL 33136-288083-

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: CRUZOIL INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION
OF

CrusOil Inc.

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96 JAN -4 PM 4:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, desiring to form a corporation under the laws of the State of Florida, does hereby accept all of the rights and privileges, benefits and obligations conferred and imposed by said laws and does hereby adopt the following Articles of Incorporation as the Charter of the Corporation hereby organized.

ARTICLE I

NAME

The name of the Corporation shall be:

CrusOil Inc.

ARTICLE II

DURATION

This Corporation shall have perpetual existence, commencing upon the filing of these Articles of Incorporation with the Department of State, State of Florida.

H96-00208
ACE INDUSTRIES, INC.
64 NW 11th Street
Miami, FL 33136
305-350-2571

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ARTICLE III

PURPOSE AND POWER

This Corporation is organized for the purpose of engaging in all lawful businesses permitted to a corporation organized under the Florida General law, Chapter 607, Florida Statutes.

ARTICLE IV

CAPITAL STOCK AND DIVIDENDS

The amount of capital stock authorized shall consist of One Hundred (100) shares of common stock having a par value of One Dollar (\$1.00) per share payable in lawful money of the United States of America or in other property, tangible or intangible, or in labor or services actually performed for the Corporation at a just valuation to be fixed by the Board of Directors or the shareholders of this Corporation. The capital stock of the Corporation may at any time be increased or decreased as provided by the laws of Florida.

The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash or in property solely out of the unreserved and unrestricted earned surplus for the Corporation, and dividends payable in shares of the capital stock of the Corporation solely out of any unreserved and unrestricted surplus of the Corporation, as provided by Florida law.

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ARTICLE V

SHARES NOT TO BE DIVIDEND INTO CLASSES

The shares of capital stock of the Corporation are not be divided into classes.

ARTICLE VI

NO SHARES ISSUED IN SERIES

The shares of the capital stock of the Corporation are not to be issued in series.

ARTICLES VII

VOTING RIGHTS

Each holder of the par value common stock shall at every meeting of the stockholders be entitled to one vote for each share of the par value common stock of the Corporation standing in his name at the time of the close of the transfer book before such meeting or as otherwise provided by law.

ARTICLE VIII

PRE-EMOTIVE RIGHTS

Each shareholder shall have preemptive rights. Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share at the price at which it is offered to others.

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ARTICLE IX

INITIAL CORPORATE ADDRESS AND
INITIAL REGISTERED OFFICE AND AGENT

The initial street address of the Corporation is 19470 N.W. 8th street, Pembroke Pines, FL 33029.. The street address of the initial registered office of this Corporation is 780 N.W. 42ND AVE, SUITE 516, MIAMI, FLORIDA 33125., and the name of the initial registered Agent of this Corporation is AURELIO A. PIEDRA III.

ARTICLE X

INITIAL BOARD OF DIRECTORS

This Corporation shall have one (4) Directors initially. The number of directors may be either increased or decreased, from time to time, by action in accordance with the provisions of the Bylaws. The name and address of the initial Directors of this Corporation is:

CLEMENTE J. CRUZ

19470 N.W. 8TH STREET
PEMBROKE PINES, FL 33029

TERESA CRUZ

19470 N.W. 8TH STREET
PEMBROKE PINES, FL 33029

CLEMENTE E. CRUZ

1224 S.W. 126 TERRACE
SUNRISE, FL 33323

ANGEL CRUZ

1021 S.W. 177 WAY
PEMBROKE PINES, FL 33029

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ARTICLE XI
OFFICERS

The name and address of the Officers of the Corporation, who subject to the provisions of this certificate of incorporation and bylaws, and the general corporation laws of the State of Florida shall hold office for the first year of the Corporation's existence, or until his successor is elected and has qualified, is as follows:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
1. CLEMENTE J. CRUZ	PRESIDENT	19470 N.W. 8TH ST PEMBROKE PINES, FL 33029
2. TERESA CRUZ	VICE PRESIDENT	19470 N.W. 8TH ST PEMBROKE PINES, FL 33029
3. CLEMENTE E. CRUZ	SECRETARY VICE- PRESIDENT	1224 S.W. 126 TERRACE SUNRISE, FL 33323
4. ANGEL CRUZ	TREASURER VICE- PRESIDENT	1021 S.W. 177 WAY PEMBROKE PINES, FL 33029

ARTICLE XII**INCORPORATOR**

The name and address of the Incorporator of the Corporation is:

1. CLEMENTE J. CRUZ	19470 N.W. 8TH STREET PEMBROKE PINES, FL 33329
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ARTICLE XIII
INDEMNIFICATION

The Corporation shall indemnify any officer, director or employee of the Corporation, or any former officer, director or employee of the Corporation, to the full extent permitted by and as set forth in the Florida General Corporation Law.

ARTICLE XIV

AMENDMENT

Unless otherwise set forth herein, the Corporation reserves the right in accordance with the Florida General Corporation Law, to amend, alter, modify or repeal any provision or provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

ARTICLE XV

MEETINGS

Meetings of the Incorporators, of the Shareholders and of the Directors of the Corporation, for all purposes, may be held at any place, either inside or outside of the State of Florida.

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IN WITNESS WHEREOF, the above-name incorporators have executed these Article of Incorporation this 11th day of December, 1995.

STATE OF FLORIDA)

COUNTY OF DADE)

ss:

BEFORE ME, the undersigned officer, this day personally appeared CLEMENTE J. CRUZ, to me well known to be the person described herein who subscribed before me that they executed said Articles of Incorporation for the uses and purposes therein expressed.

Clemente Cruz
CLEMENTE J. CRUZ
Incorporator

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DESIGNATING REGISTERED AGENT AND OFFICE

IN COMPLIANCE WITH SECTION 48.091 and 607.034 FLORIDA
STATUTES, AS MAY BE AMENDED, THE FOLLOWING IS SUBMITTED.

That CLEMENTE J. CRUZ, desiring to organize or qualify
under the law of the State of Florida, as a Corporation by the name
of CruzOil Inc., with its principal office at 19470 N.W. 8TH
STREET, PEMBROKE PINES, FL 33029 have named AURELIO A. PIEDRA III,
OF 780 N.W.42 AVENUE, SUITE 516, MIAMI, FLORIDA 33126, as its
Registered Agent to accept Service of Process within the State of
Florida.

Having been named to accept Service of Process for the
above Corporation, at the place designated in its 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
performance of my duties.


AURELIO A. PIEDRA III
Register Agent

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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