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ACCOUNT NO. 917420

REFERENCE : 860114 917420

AUTHORIZATION :

Patricia Poynt

COST LIMIT : 4 20.00

ORDER DATE : February 26, 1996

ORDER TIME : 2:57 PM

ORDER NO. : 860114

CUSTOMER NO: 917420

000001724580

CUSTOMER: Walter R. Stedeford, Esq
STEDFORD & BUTLER

2039 Park Street

Jacksonville, FL 32204

DOMESTIC FILING

NAME: ALL-AMERICAN PETROLEUM &
SERVICES, INC.

EFFECTIVE DATE:

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Dawn Chance

EXAMINER'S INITIALS: T. BROWN FEB 27 1996

FILED
 96 FEB 26 PM 2:29
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA
 RECEIVED
 96 FEB 26 PM 4:09
 DIVISION OF CORPORATION

ARTICLES OF INCORPORATION
OF
ALL-AMERICAN PETROLEUM & SERVICES, INC.

FILED
96 FEB 26 PM 2:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, EDWARD D. HOLLOWAY, being a natural person competent to contract, desiring that he be incorporated for such purposes, does hereby make, execute and adopt the following Articles of Incorporation to form a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be ALL-AMERICAN PETROLEUM & SERVICES, INC.

ARTICLE II

The general powers of this corporation shall be all corporate powers.

ARTICLE III

The maximum number of shares that this corporation is authorized to have outstanding at any time is TEN THOUSAND (10,000) shares of common stock, of the par value of ONE AND NO/100 dollars (\$1.00) per share.

The whole or any part of the authorized capital shares may be issued for such consideration having a value of not less than par value of the shares issued therefor, as is determined from time to time by the Board of Directors.

ARTICLE IV

The amount of capital with which this corporation shall begin business is TEN THOUSAND AND NO/100 (\$10,000.00).

ARTICLE V

This corporation shall have and continuously maintain in this state:

A. A principal office and the initial registered office is hereby designated as 343 Dennard Avenue, Jacksonville, Florida, 32254.

B. A registered agent and the initial registered agent is EDWARD D. HOLLOWAY, 343 Dennard Avenue, Jacksonville, Florida 32254.

The Board of Directors may, from time to time, change its registered office or its registered agent, pursuant to Section 607.037, Florida Statutes.

ARTICLE VI

This corporation shall have perpetual existence and the commencement of the corporation's existence shall be at the time of the filing of these Articles of Incorporation by the Department of State, State of Florida.

ARTICLE VII

The corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time by the By-Laws adopted by the stockholders.

ARTICLE VIII

The name and address of the member of the initial Board of Directors of this corporation, who, subject to the provisions thereof, the By-Laws of this corporation and the laws of the State of Florida, will hold office for the first year of the

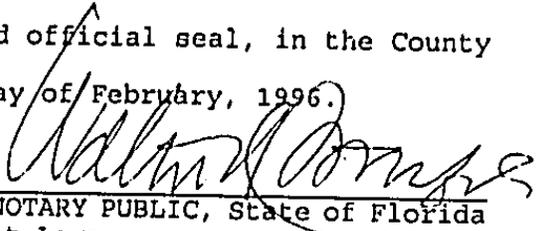
IN WITNESS WHEREOF, I have hereunto set my hand and seal at Jacksonville, Duval County, Florida this 23 day of February, 1996.


EDWARD D. HOLLOWAY

STATE OF FLORIDA
COUNTY OF DUVAL

I HEREBY CERTIFY that on this date, before me, a notary public, duly authorized in the State and County named above to administer oaths and take acknowledgments, according to the laws of the State of Florida, personally appeared EDWARD D. HOLLOWAY who is personally known to me or who produced _____ as identification, and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation.

I have hereunto set my hand and official seal, in the County and State named above, this 23 day of February, 1996.


NOTARY PUBLIC, State of Florida
at Large

My Commission Expires:



WALTER R STEDEFORD
My Commission CC294842
Expires Jun. 15 1997
Bonded by HAI
800-422 1555

CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

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

First that ALL-AMERICAN PETROLEUM & SERVICES, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at city of Jacksonville, County of Duval, state of Florida, has named EDWARD D.. HOLLOWAY, located at 343 Denny Avenue, City of Jacksonville, State of Florida 32254, as its agent to accept service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By Edward D. Holloway
(Resident Agent)

FILED
96 FEB 26 PM 2:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA