

1201 HAYS STREET

TALLAHASSEE, FL 32301-2000

TEL 904-222-0000

FAX 904-222-0001

804-242-8080

P9600045434



PROVENCE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 968799 80983A

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pizito

ORDER DATE : May 29, 1996

ORDER TIME : 10:24 AM

ORDER NO. : 968799

400001842794

CUSTOMER NO: 80983A

CUSTOMER: Thomas A. Moseley, Esq
GREENE, DONNELLY, SCHERMER,
TIPTON & MOSELY, PA
1301 Sixth Avenue West
Suite #505
Bradenton, FL 34205

DOMESTIC FILING

NAME: GULF COAST PETROLEUM CORPORATION

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Michelle Bailey

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAY 29 PM 3:31

RECEIVED
96 MAY 29 PM 11:39
DIVISION OF CORPORATIONS

EFFECTIVE DATE

5/24/96

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 MAY 29 PM 3:31

ARTICLES OF INCORPORATION
OF
GULF COAST PETROLEUM CORPORATION

1. NAME. The name of this corporation is GULF COAST PETROLEUM CORPORATION

2. PURPOSE. The purpose for which the corporation is organized is:

The transaction of any and all lawful business for which a corporation may be incorporated under the Florida General Corporation Act; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company or a building and loan association, mutual fire insurance association, co-operative association, fraternal benefit society, state fair or exposition.

3. CAPITAL STOCK. The aggregate number of shares of stock which the corporation shall have authority to issue is 10,000 and each share shall be of the par value of \$.10.

4. DURATION. The corporation shall have perpetual existence, and its existence shall commence on the date of the execution and acknowledgment of these Articles of Incorporation.

5. INITIAL REGISTERED OFFICE AND AGENT. The street address of the initial registered office of the corporation is 1301 6th Avenue West, Suite 505, Bradenton, Florida 34205, and the name of the initial registered agent of the corporation at that address is Thomas A. Moseley. The principal business address of the corporation is 1940 Cortez Road West, Bradenton, Florida 34207.

6. NUMBER OF DIRECTORS. The corporation shall have two directors initially. The number of directors may be increased or diminished from time to time, by by-laws by the stockholders, but shall never be less than one.

7. INITIAL DIRECTORS. The name and street address of each member of the initial Board of Directors, who shall hold office until the first annual stockholders' meeting or until a successor has been elected and qualified is:

<u>Name</u>	<u>Address</u>
Dolores H. Waddill	114 Laurelwood Rd., Brick, NJ 08724
Alan G. Waddill	226 84th St., Holmes Beach, FL 34217

8. INCORPORATOR. The name and address of the incorporator is:

Alan G. Waddill
226 84th Street
Holmes Beach, FL 34217

9. AMENDMENTS. These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by the owners of a majority of the stock entitled to vote thereon; unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

10. INITIAL OFFICERS. The names of the officers of the corporation, who shall hold office until the first meeting of the Directors following the first annual stockholders' meeting or until their successors have been elected and qualified, are as follows:

President - Dolores H. Waddill
Vice-President - Alan G. Waddill
Secretary - Alan G. Waddill
Treasurer - Dolores H. Waddill

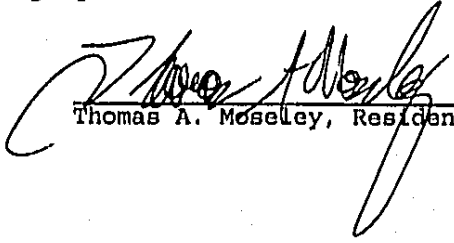
11. RESTRICTIONS ON TRANSFER OF STOCK. No share of the stock of the corporation may be sold or transferred, except by death, without giving the other stockholders of the corporation 60 days notice in writing of their option to purchase such stock at such price and on such terms as may be offered by other parties and acceptable to the stockholder desiring to sell. Such option shall inure to the benefit of the other stockholders (who desire to accept same) pro rata.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on May 24, 1996.

Alan G. Waddill
Alan G. Waddill

ACCEPTANCE OF DESIGNATION OF RESIDENT AGENT

I hereby accept the designation as resident agent of the above corporation and agree to comply with the provisions of Fla. Stat. 548.091 relative to keeping open a location for the service of process.


Thomas A. Moseley, Resident Agent

h:\wpdata\waddill\gulf.crt

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
96 MAY 29 PM 3:31

P96000045434

THOMAS A. MOSELEY
CHARTERED

ATTORNEY AT LAW
1724 MANATEE AVENUE WEST
BRADENTON, FLORIDA 34205

TELEPHONE: (941) 747-8185

FACSIMILE: (941) 746-1424

October 7, 1997

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

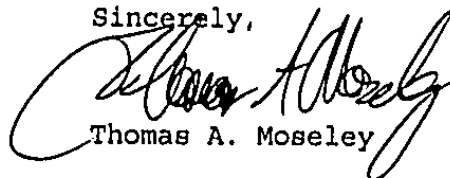
RE: Gulf Coast Petroleum Corporation

Gentlemen:

Enclosed please find my original completed Resignation of Registered Agent form for the above corporation, together with my check in the amount of \$35.00 for the filing fee. Kindly acknowledge receipt of this letter and its enclosures by signing and returning the enclosed copy of this letter in the envelope provided.

If you have any questions, please let me know.

Sincerely,


Thomas A. Moseley

TAM/jdw
enc.

cc: Kathy W. Schermer

c:\wpdata\weddl11\gulf.res

800002316109--S
-10/09/97--01074--004
*****35.00 *****35.00

VS OCT 1 1997

VS OCT 1 1997

RA resig.

FILED
97 OCT -9 PM 1:35
SEC. OF STATE
TALLAHASSEE, FLORIDA

FLORIDA DEPARTMENT OF STATE, JIM SMITH, SECRETARY OF STATE

RESIGNATION OF REGISTERED AGENT

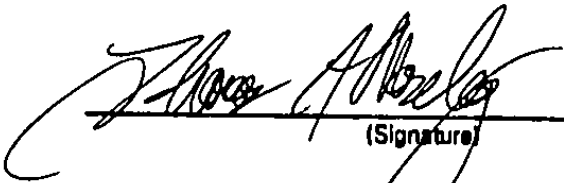
FILED
97 OCT -9 PM 1:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of sections 607.0502(2), 617.0502(2), 607.1509, or 617.1509,

Florida Statutes, the undersigned, Thomas A. Noseley
(Name of registered agent)

hereby resigns as Registered Agent for Gulf Coast Petroleum Corporation
(Name of corporation)

A copy of this resignation was mailed to the above listed corporation at its last known address.
The agency is terminated and the office discontinued on the 31st day after the date on which
this statement is filed.


(Signature)
Thomas A. Noseley
(Typed or Printed Name)
Registered Agent
(Capacity)

Fee for filing this document:
\$87.50 - Active corporation
\$35.00 - Administratively dissolved corporation

DIVISION OF CORPORATIONS - P. O. BOX 6327 - TALLAHASSEE, FL 32314