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FROM: HELLER & BARNETT CORPORATE

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DIVISION OF OPERATIONS

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**ARTICLES OF INCORPORATION
of
OILFIELDS, INC.**

ARTICLE I - CORPORATE NAME

The name of the corporation is OILFIELDS, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida Law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue Five Hundred (500) of Common Stock at \$1.00 par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the Initial Registered Agent of this Corporation is:

RICHARD CARLONE 8101 SUNRISE LAKES DR. N.
 SUNRISE, FLORIDA 33322

(Note: Both principal address and agents address are the same.)

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one (one) directors initially. The number of directors may be either increased or diminished from time to time by the By - Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

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RICHARD CARLONE

8101 SUNNIBS LAKE DR. N.
SUNNIBS, FLORIDA 33322

ARTICLE VII - INCORPORATION

The names and addresses of the person(s) signing these Articles of Incorporation are as follows:

MICHAEL CARLONE

8101 SUNRISE LAKES DR. N.
SUNRISE, FLORIDA 33322

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 17TH day of June, 1996.

Richard Carlson

STATE OF FLORIDA.

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COUNTY OF BUCHARD

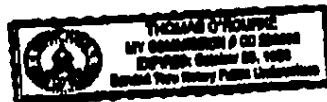
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before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared before me, **RICHARD CARLONE** known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal,
in the State and County aforesaid, this 17th Day of June,
1996.

MY COMMISSION EXPIRES:

(NOTARY SEAL)



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**CERTIFICATE AND ACKNOWLEDGMENT
OF REGISTERED AGENT**

Certificate of Registered Agent

OF

OILFIELDS, INC.

Pursuant to Florida Statutes Sections 48.091 and 607.034, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation 8101 SUNRISE LAKES DR. N. SUNRISE, FLORIDA, 33322 has named RICHARD CARLONE located at the aforesaid address as its registered agent to accept service of process in this State.

ACKNOWLEDGMENT

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


RICHARD CARLONE, REGISTERED AGENT