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THE LAW FIRM OF

GILLESPIE & ALLISON, P.A.

SUITE 300

1515 SOUTH FEDERAL HIGHWAY
DOCA HATON, FLORIDA 33432

96 JUL 27 AM 9:15

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H. BOWEN GILLESPIE III
DONALD M. ALLISON *
DEKLEY M. PARMELEE
TODD C. DROSKY

TELEPHONE (407) 368-5758
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ALSO ADMITTED IN
* ARIZONA, CALIFORNIA

June 26, 1996

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Secretary of State
Division of Corporations
The Capitol
Tallahassee, Florida 32314

RE: Articles of Incorporation/ PARADISE PETROLEUM NO. 103,
INC.

Dear Sir:

Enclosed please find an original and one copy of the Articles of Incorporation for the above-named proposed Florida corporation, Certificate Designating Place of Business or Domicile for the Service of Process Within the State and Naming Agent Upon Whom Process may be served, and our firm check in the amount of \$122.50 representing payment of the following:

Filing fees	35.00
Certified copy fee	52.50
Registered Agent fee	35.00
TOTAL	\$122.50

Please file the enclosed Articles of Incorporation and return a certified copy to the undersigned as soon as possible. Thank you for your anticipated cooperation and prompt attention in this matter.

R. Bowen Gillespie III
BY PHONE TO
called to make arrangements, Inc.
DIRECT, Paradise Petroleum, Inc.
already on file
Charles Gillespie

Sincerely yours,
R. Bowen Gillespie, III

RBG:/kjh
Enc.

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PH 7/1/96

ARTICLES OF INCORPORATION
OF
Paradise Petroleum No. 103, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting hereby as Incorporator of a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

I.
CORPORATE NAME

The name of this corporation shall be:

Paradise Petroleum No. 103, Inc.

II.
PRINCIPAL OFFICE

The principal office of this corporation shall be located at
7006 Palmetto Circle, Boca Raton, Florida.

III.
NATURE OF CORPORATE BUSINESS

This corporation is organized to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

IV.
CAPITAL STOCK

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be Five Thousand (5,000) shares of common stock at one (\$1.00) Dollar par value per share.

V.
DURATION

The corporation shall have perpetual existence.

VI.
INITIAL REGISTERED AGENT
AND
INITIAL REGISTERED OFFICE

The corporation's initial registered agent and registered office in the State of Florida shall be:

R. Bowen Gillespie III
Gillespie & Allison, P.A.
1515 S. Federal Highway, Suite 300
Boca Raton, Florida 33432

VII.
INCORPORATOR

The name and address of the Incorporator is:

Fatima Nahid
7006 Palmetto Circle
Boca Raton, Florida 33432

VIII.
BOARD OF DIRECTORS

The number of directors may be altered from time to time by Bylaws adopted by the stockholders. However, the corporation shall have no less than one director at any time. The name and address of the director of this corporation is:

Fatima Nahid
7006 Palmetto Circle
Boca Raton, Florida 33432

IX.
INFORMAL SHAREHOLDER ACTION

If all the directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

X.
PRE-EMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

. . .

XI.
INFORMAL DIRECTOR ACTION

If all of the directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings, evidencing their consent are filed with the secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

XII.
INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

XIII.
BYLAW AMENDMENT

The power to adopt, alter, amend or repeal the Bylaws of this corporation shall be vested in the Board of Directors and Shareholders, provided that such amendment be in compliance with the laws of Florida governing a professional service corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation in the State of Florida this 24th day of June, 1996.




Fatima Nahid
Incorporator

STATE OF FLORIDA

COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, personally appeared Fatima Nahid, who, to me is personally known to be the person described in and who executed the foregoing Articles of Incorporation as the incorporator, and she acknowledged to and before me that she executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in said County and State, this 24th day of June, 1996.


Print: Christine E. Vidourek
Notary Public
My Commission expires: 4-3-96



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

FILED
96 JUN 27 AM 9:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of Chapter 48.091, Florida Statutes, the following is submitted:

Paradise Petroleum No. 101, Inc.

under the laws of the State of Florida, with its principal office as indicated in the foregoing Articles of Incorporation, has named R. Bowen Gillespie, III at Gillespie & Allison, P.A., 1515 S. Federal Highway, Suite 300, Boca Raton, Florida 33432, as its agent to accept service of process with this State.

ACCEPTANCE OF RESIDENT AGENT

Having been named to accept service of process for the above-stated corporation at the place designated in this Certificate, I, the undersigned, hereby accept to act in the capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office.



R. Bowen Gillespie, III
Resident Agent