

P96000064857

KEITH J. KANOUSE, P. A.

ATTORNEY AND COUNSELOR AT LAW
LAKE WYMAN PLAZA • SUITE 303
2424 NORTH FEDERAL HIGHWAY
BOCA RATON, FLORIDA 33431

KEITH J. KANOUSE

MARILYN SCHAPPERT, CLA
CERTIFIED LEGAL ASSISTANT

TELEPHONE (407) 392-0001
FAX (407) 750-1208

882.2

July 31, 1996

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32314

800001911768
-08/02/96--01063--0005
****122.50 ****122.50

Re: B&R Petroleum, Inc.

Ladies/Gentlemen:

Enclosed please find an original and a duplicate of the Articles of Incorporation and Designation of Registered Agent form regarding the above referenced corporation.

The original is to be filed in your office and the copy certified and returned to this office in the self-addressed stamped envelope provided herein. Also, enclosed please find a check in the amount of \$122.50 representing the following fees:

Receiving, filing and indexing Articles of Incorporation	\$ 35.00
Certified copy of Articles of Incorporation	52.50
Registered Agent Fee	<u>35.00</u>
TOTAL	\$122.50

FILED
56 AUG -2 PM 3:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

If you have any questions, please do not hesitate to contact me.

Sincerely,

Marilyn Schappert, CLA
Marilyn Schappert, CLA
Certified Legal Assistant

Enclosures

cc: Keith J. Kanouse, Esquire
Robert P. Sandberg

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8.2.96
1/16

**ARTICLES OF INCORPORATION
OF
B&R PETROLEUM, INC.**

FILED
95 AUG 12 PM 3:15
TALLAHASSEE
FLORIDA

Article I

Name

The name of the corporation is B&R Petroleum, Inc.

Article II

Duration

This corporation shall have a perpetual existence.

Article III

Purpose

This corporation is organized for the purpose of transacting any and all lawful business.

Article IV

Address

The principal place of business or mailing address of this corporation shall be:

3414 Primrose Court, #201
Palm Beach Gardens, FL 33410

Article V

Capital Stock

This corporation is authorized to issue 1,000 shares of \$1 par value common stock.

Article VI

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 2424 N. Federal Highway, Suite 353, Boca Raton, FL 33431, and the name of the initial registered agent of this corporation at the address is Keith J. Kanouse.

Article VII

Initial Board of Directors

This corporation shall have one director initially. The number of directors may be either increased or diminished by the Bylaws but will never be less than 1. The name and address of the initial director of this corporation is:

Robert P. Sandberg 3414 Primrose Court, #201, Palm Beach Gardens, FL 33410

Article VIII

Incorporators

The name and address of the person signing these Articles is:

Keith J. Kanouse
Keith J. Kanouse, P.A.
2424 N. Federal Highway, Suite 353
Boca Raton, Florida 33431

Article IX

Powers

This corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

Article X

Indemnification

Provided the person proposed to be indemnified satisfies the requisite standard of conduct for permissive indemnification by a corporation as specifically set forth in the applicable provisions of the Florida Business Corporation Act [currently, Subsections 607.0850 (1) and (2) of the Florida Statutes], as the same may be amended from time to time, this corporation shall indemnify its officers and directors and may indemnify employees and agents, from and against any and all of the expenses and liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in another capacity while holding such office. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise. The indemnification provided herein shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person, and an adjudication of liability shall not affect the right to indemnification for those indemnified.

Article XI

Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder(s) is subject to this revision.

Article XII

Bylaws

The Bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any Bylaw adopted by the shareholders if the shareholders specifically provide such Bylaw is not subject to amendment or repeal by the directors.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 31st day of July, 1996.



Keith J. Kanouse, Incorporator

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, of the Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent, in the State of Florida.

1. The name of the corporation is B&R Petroleum, Inc.
2. The name and address of the registered agent and office is:

Keith J. Kanouse

Keith J. Kanouse, P.A.

Lake Wyman Plaza, Suite 353

2424 North Federal Highway

Boca Raton, FL 33431

SIGNATURE

TITLE

DATE

Incorporator

July 31, 1996

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

DATE

July 31, 1996

FILED
95 AUG -2 PM 3:15
STATE
TALLAHASSEE

P96000064857

Jeffrey Hap, P.A.

Attorney At Law

341 West Indiantown Road • P.O. Box 2520 • Jupiter, FL 33468-2520
Tel: (561) 575-1900 Fax: (561) 746-3237

August 19, 1997

Division of Corporations
Florida Department of State
Post Office Box 6327
Tallahassee, Florida 32314

RE: BR Petroleum, Inc.
Dissolution

Enclosed please find:

Articles of Dissolution
of
BR Petroleum, Inc.

for filing with the State advising that the aforesaid corporation is no longer in existence.

Kindly conform the copy with the filing information and return same to our office at your earliest convenience.

Thank you for your usual fine assistance and cooperation.

Very truly yours,

Jeffrey Hap

JH/dkw
encs:

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VS SEP 11 1997



FILED
97 SEP -8 AM 10:04
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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RECEIVED
97 AUG 22 PM 2:29
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 2, 1997

JEFFREY HAP, P.A.
P.O. BOX 2520
JUPITER, FL 33468-2520

SUBJECT: B&R PETROLEUM, INC.
Ref. Number: P96000064857

We have received your document for B&R PETROLEUM, INC.. However, the document has not been filed and is being returned for the following:

The fee to file articles of dissolution or a certificate of withdrawal is \$35. For each certified copy requested, please add an additional \$52.50.

Our records indicate the current name of the entity is as it appears on the enclosed computer printout. Please correct the name throughout the document.

If you have any questions concerning the filing of your document, please call (850) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 297A00043679

RECEIVED
97 SEP -8 11 03:15
DIVISION OF CORPORATIONS

**ARTICLES OF DISSOLUTION
OF
B & R PETROLEUM, INC.**

FILED
97 SEP -8 AM 11:04
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to 607.1401, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is:

B & R PETROLEUM, INC.

SECOND: The articles of incorporation were filed on:

August 2, 1996

THIRD: None of the corporation's shares have been issued.

FOURTH: No debt of the corporation remains unpaid.

FIFTH: The net assets of the corporation remaining after winding up have been distributed to the shareholders, if shares were issued.

SIXTH: Adoption of Dissolution:

A majority of the incorporators authorized the dissolution.

Signed this the 19TH day of August 1997.

B & R PETROLEUM, INC.

BY: Robert P. Sandberg
NAME: Robert P. Sandberg
TITLE: President

**JEFFREY HAP
ATTORNEY AT LAW
341 WEST INDIANTOWN ROAD
JUPITER, FLORIDA 33458
(561)575-1900**