

AUG-30-1996 10:15

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EMPIRE CORPORATE KIT COMPANY
ELECTRONIC FILING COVER SHEET

((H96000012227 0)))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)641-3694

ACCT#: 072460003266

FAX #: (305)641-3770

NAME: Y.P.F. PRODUCTION, INC.

AUDIT NUMBER.....H96000012227

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 8

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DEL.METHOD.. FAX

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TALLAHASSEE, FLORIDA

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EMPIRE CORPORATE KIT
INSTRUCTIONS ON ATTACHMENT SHEET

P.09

OF

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Y.P.F. PRODUCTION, INC.

ARTICLE I - NAME

The name of the Corporation is Y.P.F. PRODUCTION, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing at the time of filing of the Articles of Incorporation with the Department of State.

ARTICLE III - PURPOSE

The purpose of this corporation shall be all lawful business activities allowed by the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of Common stock, the par value thereof, and the characteristics of such stock shall be as follows:

Number of Shares Authorized	Par Value Per Share	Class of Stock
1,000	\$1.00	Common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the Corporation. The Board of Directors shall fix the rights and privileges of the stock pursuant to a shareholders agreement and/or the Bylaws.

ARTICLE V - RIGHTS UPON LIQUIDATION OR DISSOLUTION

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, the holders of record of the common shares all receive a ratable distribution of the assets of the corporation.

ARTICLE VI - PREEMPTIVE RIGHTS

Each shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price which is offered to others.

THESE ARTICLES PREPARED BY:
MIGUEL RODRIGUEZ-ANTANACORRE, ESQ
FLORIDA BAR #927563
(805) 220-0803

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ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is:

905 FAIRWHY DRIVE, MIAMI BEACH, FLORIDA 33141

The initial agent is: FERNANDO G. PALMA

The principal office and mailing address of this corporation is:

905 FAIRWHY DRIVE, MIAMI BEACH, FLORIDA 33141

ARTICLE VIII - BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be increased or diminished from time to time as provided for by the By-Laws, but shall never be less than one. The names and addresses of the initial directors are:

PRESIDENT/VICE PRESIDENT:

FERNANDO G. PALMA

905 FAIRWHY DRIVE
MIAMI BEACH, FLORIDA
33141

ARTICLE IX - INCORPORATORS

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

FERNANDO G. PALMA:

905 FAIRWHY DRIVE
MIAMI BEACH, FLORIDA
33141

ARTICLE X - BY LAWS

The power to adopt, alter, amend and repeal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE XI - RESTRICTIONS ON THE TRANSFER OF STOCK

Share of Preferred stock and Common stock of this corporation shall not be issued at this time. Shares held by the initial shareholders may not be resold or otherwise transferred to others unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and the corporation.

FERNANDO G. PALMA

100% SHARES COMMON STOCK

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to others unless such shares are first offered to the remaining shareholders or to this corporation.

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The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and the corporation.

ARTICLE XII - CUMULATIVE VOTING

At each election for directors, each shareholder entitled to vote at such election shall have their right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at the time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE XIII - SHAREHOLDERS QUORUM AND VOTING

Fifty (50%) percent of the shares plus one, entitled to vote represented in person or by proxy shall constitute a quorum at the meeting of the shareholders. If the quorum is present the affirmative vote of fifty percent of the shares plus one represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholder.

ARTICLE XIV - INDEMNITY

This corporation shall indemnify and may insure its officers and directors to the fullest extent permitted by the law either now or hereafter.

ARTICLE XV

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise involved in, any contract or transaction of this corporation, provided that the part the he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or any officer of such corporation or who is interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction with the force and effect as if he were not such a director or officer or such other corporation, or not so interested.

ARTICLE XVI - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or may amend hereto, and any right conferred upon the shareholders is subject to this reservation.

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IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 28 day of August, 1996.

STATE OF FLORIDA

COUNTY OF DADE

} 88

BEFORE ME, an officer duly authorized in the State aforesaid and the County aforesaid, to take acknowledgements, personally appeared Fernando G. Palma, to me personally known, or having produced identification, _____, to be the person described in and who executed the same for the purposes therein expressed.

WITNESS MY hand and official seal in the County and State last aforesaid on this 28th day of August, 1996.

Lucinda Smith
NOTARY PUBLIC, STATE OF FLORIDA



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

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designation the registered office/registered agent, in the State of Florida.

The name of the corporation is
Y.P.F. PRODUCTION INC.

The name and address of the registered agent and office is
FERNANDO G. PALMA
905 FAIRWAY DRIVE
MIAMI BEACH, FLORIDA 33141

Having been named an 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]
Fernando G. Palma

08/28/96
Date

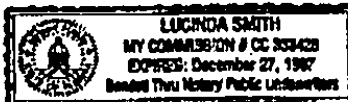
STATE OF FLORIDA)
) SS
COUNTY OF DADE)

BEFORE ME, an officer duly authorized in the State aforesaid and the County aforesaid, to take acknowledgements, personally appeared Fernando G. Palma to me personally known, or having produced identification, _____, to be the person described in and who executed the same for the purposes therein expressed.

WITNESS MY hand and official seal in the County and State last aforesaid on this 28th day of August, 1996.

[Signature]
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



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