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LEE H. SCHILLINGER*
JOHN A. BREKKA, JR.†

* ADMITTED IN
FLORIDA AND
NEW YORK

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FLORIDA AND
GEORGIA

COMMERCIAL LITIGATION
SECURITIES LITIGATION
MUNICIPAL & ZONING

September 13, 1996

BY FEDERAL EXPRESS/OVERNIGHT MAIL

Secretary of State
Division of Corporation
409 East Gaines Street
Tallahassee, Florida 32399

300001948053
09/17/96--11005--004
***122.50 ***122.50

Re: Incorporation of Powerline Petroleum, Corp.

Dear Sir/Madam:

Enclosed please find revised articles of incorporation for Powerline petroleum Corp. These articles were initially submitted to your office yesterday by Federal Express without the designation Corp.. A copy of the initial check for payment of the state fees is enclosed for your reference. Please process this replacement in place of the original submitted and return a copy to this office at your earliest convenience.

If you have any questions, feel free to contact our office.
Thank you for your cooperation.

Sincerely,


John A. Brekka Jr., Esq.

JAB/ocs
Enclosure

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9-18-96
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ARTICLES OF INCORPORATION
OF
POWERLINE PETROLEUM, CORP.

The undersigned incorporator is a natural person competent to contract and signs and delivers these Articles of Incorporation in order to form a corporation for profit under Chapter 607 of the laws of the State of Florida.

ARTICLE I
NAME

The name of this corporation is POWERLINE PETROLEUM, CORP..

ARTICLE II
PURPOSES

The corporation shall engage in any activity or business permitted under the laws of the United States or the State of Florida

ARTICLE III
PRINCIPAL OFFICE

The name and address of the principal office of this corporation is POWERLINE PETROLEUM, CORP., 2200 N.W. 17 St. Pompano Beach, Fl. 33069 and the mailing address is 2200 N.W. 17 St. Pompano Beach, Fl. 33069.

ARTICLE IV
TERM OF EXISTENCE.

This corporation is to exist perpetually

ARTICLE V
INCORPORATOR

The name and street address of the incorporator of this corporation is:

Lee H. Schillinger, Esq.
4601 Sheridan St. Suite 202.
Hollywood, Fl. 33021

ARTICLE VI
DIRECTORS

This corporation shall have one (1) Director, initially. The number of Directors may be increased or diminished from time to time in accordance with the By-laws, but shall never be less

than one (1) The incorporator shall be the sole member of the first Board of Directors and shall serve until his successor(s) is elected

ARTICLE VII CORPORATE CAPITALIZATION

1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is 300 shares of common stock, each share having the par value of one tenth of one cent (\$0 .001)

2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the board of directors may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the board of directors may deem advisable in connection with such issuance.

3 The board of directors of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the board of directors may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

4 The board of directors of the Corporation may, by articles supplementary, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE VIII POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE IX TITLE

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the corporation as the owner thereto, for all purposes, and shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE X
NAME AND OFFICE OF REGISTERED AGENT

The street address of this corporation's initial registered office and the name of this corporation's initial registered agent at such address is :

Lee H. Schillinger
4601 Sheridan St. Suite 202
Hollywood, Fl. 33021.

ARTICLE XI
BY-LAWS.

The Board of Directors of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Directors at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.


ARTICLE XII
EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE XIII
AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned has subscribed to these Articles of Incorporation at Broward County, Florida, this 13 day of September 1996.


Lee H. Schillinger, Esq.

STATE OF FLORIDA:

: ss

COUNTY OF Broward :

I hereby certify that on this day, before me, a Notary Public, duly authorized to take acknowledgments, personally appeared Lee H. Schillinger, personally to me known to be an individual serving in said capacity and who executed the foregoing Articles of Incorporation in said capacity on behalf of said incorporator and he acknowledged before me that he subscribed to these Articles of Incorporation in said capacity on behalf of said incorporator.

WITNESS my hand and official seal at Broward County, Florida this 13 day of SEPTEMBER, 1996.



Notary Public
State of Florida at Large

My Commission Expires:



**CERTIFICATE DESIGNATING OFFICE FOR THE SERVICES
OF PROCESS WITHIN THIS STATE, AND
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Section 607.0501(3), Florida Statutes, the following is submitted, in compliance with said Act:

First: That POWERLINE PETROLEUM, CORP., desiring to organize under the laws of the State of Florida, with its principal office, at 2200 N.W. 17 St., Pompano Beach, Fl. 33069 County of Broward, State of Florida has named Lee H. Schillinger, at the address of 4601 Sheridan St. Suite 202, Hollywood, Fl. 33021, as its agent to accept service of process within the 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.

BY: 
Lee H. Schillinger

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CLERK