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FILED

96 DEC 30 PM 12:49

SECRET  
TALLAHASSEE, FLORIDA

December 3, 1996

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

800002042308--5  
-12/31/96--01065--004  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT: VENEZUELAN OIL REPRESENTATIVES, INC.

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for \$ 78.75 to cover the filing fee and the cost of returning a Certificate to the following:

MIGUEL ZERPA MARTINEZ  
8240 S.W. 210 STREET  
SUITE 107  
MIAMI, FL 33189  
(305) 254-2694

Thank you and best regards,

  
Miguel Zerpa M.

MZM:clc

1-696

ARTICLES OF INCORPORATION  
OF  
VENEZUELAN OIL REPRESENTATIVES, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I:

The name of the corporation shall be:

Venezuelan Oil Representatives, Inc.

ARTICLE II:

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

8240 S.W. 210 Street  
Suite 107  
Miami, Florida 33189

ARTICLE III:

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

One Hundred (100) Shares.

ARTICLE IV:

The name and address of the initial registered agent is:

Miguel Zerpa Martinez  
8240 S.W. 210 Street  
Suite 107  
Miami, Florida 33189

VENEZUELAN OIL REPRESENTATIVES, INC.  
ARTICLES OF INCORPORATION  
PAGE 2 OF 3

ARTICLE V:

The names and street addresses of the incorporators to these Articles of Incorporation are as follows:

MZM Trading Group  
8240 S.W. 210 Street  
Suite 107  
Miami, Florida 33189  
President: Miguel Zerpa Martinez

who will hold fifty (50) percent of the outstanding shares of stock, and

Crossroad, C.A.  
Avenida Libertador  
Edif. Yetesa, Ap. 9B  
La Florida, Caracas, Venezuela  
President: Christian Guirlat

who will hold fifty (50) percent of the outstanding shares of stock.

The undersigned has executed these Articles of Incorporation this 3rd day of December, 1996.



MIGUEL ZERPA MARTINEZ, PRESIDENT

CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE

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TALLAHASSEE, FLORIDA

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 DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

Venezuelan Oil Representatives, Inc.

2. The name and address of the registered agent and office in the state of Florida is:

Miguel Zerpa Martinez  
8240 S.W. 210 Street  
Suite 107  
Miami, Florida 33189

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.

  
\_\_\_\_\_  
MIGUEL ZERPA MARTINEZ, PRESIDENT

DATE: \_\_\_\_\_

12/3/96