

997000010202
BERKOWITZ, STANLEY & ASSOCIATES

ATTORNEYS AT LAW

4809 EAST BUSCH BOULEVARD
SUITE 104
TAMPA, FLORIDA 33617
(813) 985-5999

TRIAL PRACTICE, INSURANCE LAW
PERSONAL INJURY, WRONGFUL DEATH
STATE AND FEDERAL MEDIATION

HERBERT M. BERKOWITZ, P.A. *
DONALD W. STANLEY, JR. **
ROBERT A. SAMARTIN
* ALSO ADMITTED IN OHIO AND WISCONSIN
** CERTIFIED STATE AND FEDERAL MEDIATOR

January 27, 1997

Secretary of State
P. O. Box 6327
Tallahassee, FL 32314

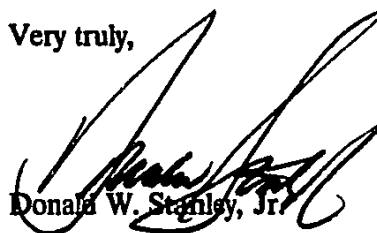
Re: Zions Group Corporation

Gentlemen:

Please find enclosed the original and one copy of the Articles of Incorporation for Zions Group Corporation, along with our firm check payable for \$122.50. A self-addressed stamped envelope is enclosed as well.

If you have any questions, please let me know. Thank you for your assistance in this matter.

Very truly,


Donald W. Stanley, Jr.

FILED
91 JAN 29 AM 9:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DWSJr/cld
encs.

100002072221--0
-01/29/97--01039--012
****122.50 ****122.50

FEB



ARTICLES OF INCORPORATION

of

ZIONS GROUP CORPORATION

FILED

97 JAN 29 AM 9:17

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

Article I

The name of this corporation is Zions Group Corporation.

Article II

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida, including but not limited to refinery, petroleum and finance.

Article III

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share.

Article IV

This Corporation shall have perpetual existence commencing upon filing of these Articles.

Article V

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be Morrie Boas, 5401 W. Kennedy, Suite 999, Tampa, FL 33609. The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

Article VI

This Corporation shall have seven (7) directors initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

Article VII

The names of the initial directors of this Corporation and the Corporation's principal office address is:

- | | |
|---|--|
| 1. Patton Jesson Brian
Vice-President
5401 W. Kennedy, Suite 999
Tampa, FL 33609 | 5. Irina Babina
5401 W. Kennedy, Suite 999
Tampa, FL 33609 |
| 2. Tamara Agueeva
5401 W. Kennedy, Suite 999
Tampa, FL 33609 | 6. Taiaaia Kim
5401 W. Kennedy, Suite 999
Tampa, FL 33609 |
| 3. Natalia Tokareva
5401 W. Kennedy, Suite 999
Tampa, FL 33609 | 7. Tui Gavidi
5401 W. Kennedy, Suite 999
Tampa, FL 33609 |
| 4. Morrie Boas, President
5401 W. Kennedy, Suite 999
Tampa, FL 33609 | |

The persons named as initial directors shall hold office for the first year of existence of this Corporation or until its successor is elected or appointed and has qualified, whichever occurs first.

Article VIII

The name and street address of the person signing these Articles of Incorporation as the Incorporator is Morrie Boas, Zions Group Corporation, 5401 W. Kennedy Blvd., Suite 999, Tampa, FL 33609.

Article IX

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on this 24 day of JAN., 1997.

Morrie Boas

Morrie Boas, President, Incorporator

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, a Notary Public, personally appeared Morrie Boas, to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on this 24th day of JANUARY, 1997.

Maureen K. Blackford
Notary Public
State of Florida at Large
My Commission expires: 5/21/99



MAUREEN K. BLACKFORD
Notary Public, State of Florida
My Comm. Exp. May 21, 1999
Comm. No. CC 455503

ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept process for the above-named Corporation, at the place designed in these Articles of Incorporation, I hereby accept and agree to act in this capacity, and agree to comply with the provision of said act relative to keeping open said office.

Morrie Boas

Morrie Boas
Registered Agent

FILED
97 JAN 29 AM 9:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA