

P99000010213
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

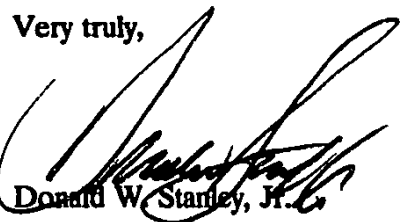
Secretary of State
P. O. Box 6327
Tallahassee, FL 32314

Re: Brians Petro Commerce Corporation

Gentlemen:

Please find enclosed the original and one copy of the Articles of Incorporation for Brians Petro Commerce 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.

DWSJr/cld
encs.

300002072223--4
-01/29/97--01039--013
****122.50 ****122.50

FEB 4 11:30 AM BSB

FILED
97 JAN 29 AM 9:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
of
BRIANS PETRO COMMERCE CORPORATION

FILED
97 JAN 29 AM 9:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I

The name of this corporation is Brians Petro Commerce 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 petroleum and commerce.

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, Brians Petro Commerce 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 465503

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 9:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA