



THE UNITED STATES
CORPORATION
COMPANY

P47000013511

ACCOUNT NO. : 072100000032

REFERENCE : 253180 4340257

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : February 7, 1997

ORDER TIME : 2:08 PM

ORDER NO. : 253180-005

CUSTOMER NO: 4340257

800002082076--1
-02/10/97--01014--005
*****70.00 *****70.00

CUSTOMER: Kathleen Haggerty, Legal Asst.
SMITH, HULSEY & BUSEY

225 Water St. / Ste. 1800
First Union National Bank Twr.
Jacksonville, FL 32202

DOMESTIC FILING

NAME: PACE PETROLEUM, INC.

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrea C. Mabry

EXAMINER'S INITIALS:

W97-3245
KLR 2.7

FILED
97 FEB - 7 PM 3:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATION
RECEIVED
97 FEB - 7 PM 3:25



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 10, 1997

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

SUBJECT: PACE PETROLEUM, INC.
Ref. Number: W97000003245

We have received your document for PACE PETROLEUM, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the registered agent is incomplete. Please give the complete corporate name of the registered agent. The name of the person signing on behalf of the registered agent must be printed under his signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6924.

Sharon Tala
Document Specialist Supervisor

Letter Number: 497A00006879

ARTICLES OF INCORPORATION
OF
PACE PETROLEUM, INC.

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-NAME

The name of this Corporation is Pace Petroleum, Inc.

ARTICLE II-PRINCIPAL OFFICE

The street address of the initial principal place of business and mailing address of this Corporation are Post Office Box 8, Doctors Inlet, Florida 32030.

ARTICLE III-CAPITAL STOCK

The number of shares of stock that this Corporation is authorized to have outstanding at any one time is five hundred (500) shares of common stock with a par value of \$.01 per share.

ARTICLE IV-INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent are Smith Hulsey & Busey, 225 Water Street, Suite 1800, Jacksonville, Florida 32202.

ARTICLE V-INDEMNIFICATION

Directors, officers, employees and agents of this Corporation shall be indemnified to the fullest extent permitted by Florida law.

ARTICLE VI-INCORPORATOR

The name and street address of the incorporator are M. Richard Lewis, Jr., 225 Water Street, Suite 1800, Jacksonville, Florida 32202.

FILED
FEB - 7 PM 3-03
CLERK OF STATE
JACKSONVILLE, FLORIDA

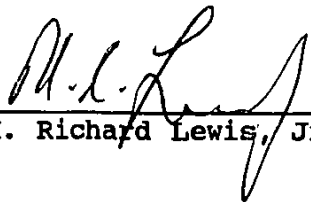
ARTICLE VII-BYLAWS

The Board of Directors shall adopt Bylaws for this Corporation and from time to time may modify, alter, amend or rescind the same by majority vote of the members of the Board of Directors present at any regular or special meeting or by written consent of all of the members of the Board of Directors.

ARTICLE VIII-AMENDMENTS

This Corporation may amend, alter or repeal any provision of these Articles of Incorporation in the manner now or hereinafter provided by Florida law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 5th day of February, 1997.



M. Richard Lewis, Jr.

198854.1

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

Pursuant to the provisions of Section 607.0501, Florida Statutes, Pace Petroleum, Inc., 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 Pace Petroleum, Inc.
2. The name and address of the registered agent and office are Smith Hulsey & Busey, 225 Water Street, Suite 1800, Jacksonville, Florida 32202.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, SMITH HULSEY & BUSEY HEREBY ACCEPTS THE APPOINTMENT AS REGISTERED AGENT AND AGREES TO ACT IN THIS CAPACITY. SMITH HULSEY & BUSEY FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF ITS DUTIES, AND IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS OF ITS POSITION AS REGISTERED AGENT.

SMITH HULSEY & BUSEY

By: M. R. Lewis, Jr.
Vice President/M. RICHARD LEWIS, JR.

Date: February 5, 1997

FILED
FEB - 7 PM 3:03
CLERK OF STATE
TALLAHASSEE, FLORIDA