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ACCOUNT NO. : 072100000032

REFERENCE : 264081 162689A

AUTHORIZATION : *Patricia Pyjot*

COST LIMIT : \$ 78.75

ORDER DATE : February 18, 1997

ORDER TIME : 3:26 PM

ORDER NO. : 264081-015

CUSTOMER NO: 162689A

CUSTOMER: Adam Mishcon, Esq
ADAM MISHCON, ESQ

600002091346--7

2569 Tigertail Avenue

Coconut Grove, FL 33133

DOMESTIC FILING

NAME: SOVEREIGN OIL COMPANY

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest

EXAMINER'S INITIALS:

FILED
97 FEB 18 AM 10:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
97
DME
2/19/97

**ARTICLES OF INCORPORATION
OF
SOVEREIGN OIL COMPANY**

FILED
97 FEB 18 AM 10:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of Sovereign Oil Company under the Florida General Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation is Sovereign Oil company, and the mailing address of this Corporation is 2 N.E 39th Street, Miami, FL 33137.

ARTICLE II - COMMENCEMENT OF EXISTENCE

This corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 1,000 shares of common stock, having a par value of \$1.00 per share. The Board of Directors shall fix the consideration to be received for each share. Such consideration shall consist of any tangible or intangible property or benefit to this corporation, including cash, promissory notes, services performed or written promises to perform services and shall have a value in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE V - INITIAL REGISTERED

OFFICE AND AGENT

The street address of the initial registered office of this corporation is:

2 N.E. 39th Street
Miami, FL 33137

and the name and address of the initial registered agent of this corporation is:

<u>Name</u>	<u>Address</u>
Richard Sevilla	2 N.E. 39th Street Miami, FL 33137

ARTICLE VI - INITIAL

BOARD OF DIRECTORS

The initial Board of Directors of this corporation shall be comprised of three (3) persons. The number of directors may be either increased or decreased from time to time as provided for in the By-Laws of this corporation, but shall never be less than one. The name and address of the members of the initial Board of Directors of this corporation is:

<u>Name</u>	<u>Address</u>
Richard Sevilla	4000 Towerside Terrace, Suite 306 Miami, Florida 33138.
Stacie Smith	2569 Tigertail Avenue Coconut Grove, Florida 33133

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation as incorporator is:

Name

Address

Richard Sevilla

2 N.E. 39th Street
Miami, FL 33137

The incorporator of the corporation assigns to this corporation his rights under Section 607.161, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE VIII - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in each of the Board of Directors and the shareholders of this corporation, except that the board of directors may not amend or repeal any By-law adopted by the shareholders if the shareholders specifically provide that the By-law is not subject to amendment or repeal by the directors.

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director of this corporation, to the fullest extent permitted by law.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of

