

Law Offices of  
**HAIMOWITZ & ASSOCIATES, P.A.**

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February 19, 1997

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399  
Attn: Dana Calloway

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-02/25/97--01041--007  
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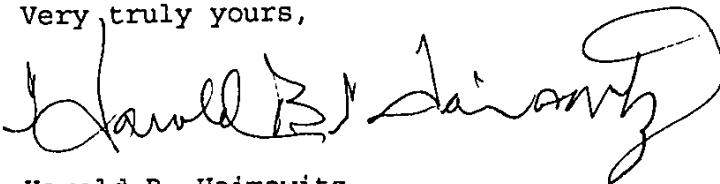
**RE: OIL & GAS GROUP, INC.**

Dear Ms. Calloway:

Enclosed please find an original and one copy of Articles of Incorporation for OIL & GAS GROUP, INC., along with my check #1275 in the sum of \$122.50 payable to the Florida Department of State as the filing fee.

Please file these Articles of Incorporation and return a certified copy to me at your earliest possible convenience. I would also appreciate your faxing me a filed copy and your cover letter to (561) 394-4382. Thanking you for your many courtesies.

Very truly yours,



Harold B. Haimowitz

HBH:dr  
Enclosures

FILED  
97 FEB 21 PM 12:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



**ARTICLES OF INCORPORATION  
OF  
OIL & GAS GROUP, INC.**

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

**ARTICLE I  
CORPORATE NAME**

The name of this Corporation shall be: **OIL & GAS GROUP, INC.**, and its principal office shall be located at 555 South Federal Highway, Suite 330, Boca Raton, Florida 33432.

**ARTICLE II  
NATURE OF CORPORATE BUSINESS AND POWERS**

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

**ARTICLE III  
CAPITAL STOCK**

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be 1,000 shares of common stock, \$.01 par value per share.

**ARTICLE IV  
TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

**ARTICLE V  
REGISTERED AGENT AND INITIAL REGISTERED OFFICE IN FLORIDA**

The Registered Agent and the street address of the initial Registered Office of this corporation in the State of Florida shall be:

Edward DeMayo  
1951 N.E. 56th Street, Apartment #2  
Ft. Lauderdale, Florida 33308

**ARTICLE VI  
BOARD OF DIRECTORS**

This Corporation shall have one (1) Director initially.

**ARTICLE VII  
INITIAL DIRECTORS**

The name and address of the initial Director of this Corporation are:

Edward DeMayo  
1951 N.E. 56th Street, Apartment #2  
Ft. Lauderdale, Florida 33308

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

**ARTICLE VIII  
INCORPORATOR**

The name of the person signing these Articles of Incorporation as the Incorporator is Edward DeMayo, and his address is 1951 N.E. 56th Street, Apartment #2, Ft. Lauderdale, Florida 33308.

**ARTICLE IX  
INDEMNIFICATION**

This Corporation shall indemnify to the fullest extent permitted by Florida Statute 607.0850, as may be amended from time to time, any director or officer of the Corporation who is a party or who is threatened to be made a party to any proceeding which is a threatened, pending or completed action or suit brought against said officer or director in his official capacity. This Corporation shall not indemnify any director or officer in any action or suit, threatened, pending or completed, brought by him against the Corporation, in the event the officer or director is not the prevailing party. Indemnification of any other persons, such as employees or agents of the Corporation, or serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise, shall be determined in the sole and absolute discretion of the Board of

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Directors of the Corporation. Pursuant to Florida Statute 607.0850(9), no court order indemnification shall, under any circumstances, be permitted.

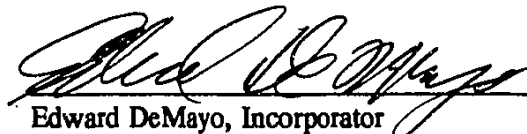
**ARTICLE X  
AFFILIATED TRANSACTIONS**

This Corporation expressly elects not to be governed by Florida Statute 607.0901, as amended from time to time, relating to affiliated transactions.

**ARTICLE XI  
CONTROL SHARE ACQUISITIONS**

This corporation expressly elects not to be governed by Florida Statute 607.0902, as amended from time to time, relating to control share acquisitions.

**IN WITNESS WHEREOF**, the undersigned Incorporator has executed the foregoing Articles of Incorporation on February 27, 1996.

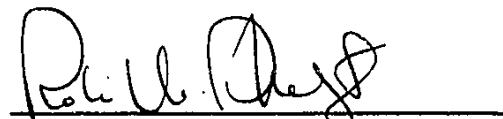
  
Edward DeMayo, Incorporator

STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me on February 27, 1996, by Edward DeMayo, as Incorporator, who is personally known to me or has produced his driver's license as identification and did take an oath.



ROBIN M. PHILPITT  
MY COMMISSION # CC352497 EXPIRES  
March 3, 1998  
BONDED THRU TROY FAIR INSURANCE, INC.

  
Notary Public

**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND OFFICE FOR SERVICE OF PROCESS**

**OIL & GAS GROUP, INC.**, a Corporation existing under the laws of the State of Florida with its principal office at 555 South Federal Highway, Suite 330, Boca Raton, Florida 33432,

has named Edward DeMayo, whose address is 1951 N.E. 56th Street, Apartment #2, Ft. Lauderdale, Florida 33308, as its agent to accept service of process within the State of Florida.

#### ACCEPTANCE

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law.

  
EDWARD DEMAYO, Registered Agent

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97 FEB 21 PM 12:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA