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OF COUNSEL  
RICHARD B. MARTIN  
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Freeport, New York 11520  
\*NEW YORK BAR ONLY

March 31, 1997

Corporate Records Bureau  
Division of Corporations  
Department of State  
P. O. Box 6327  
Tallahassee, FL 32314

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-04/02/97--01015--005  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Articles of Incorporation  
ROMANOS'S OIL, INC.

Gentlemen:

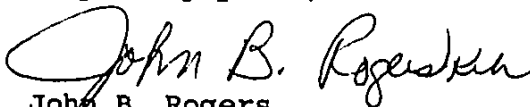
Enclosed is an original and one copy of the Articles of Incorporation for the above-named corporation.

Also enclosed is my check in the amount of \$122.50 to cover the following:

Filing Fee:	\$35.00
Registered Agent Designation	35.00
(1) Certified Copy	52.00
	<u>\$122.50</u>

I would appreciate your filing these Articles of Incorporation and returning the certified copy to my attention.

Very truly yours,



John B. Rogers  
JBR/krh  
Enc. (3)

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TALLAHASSEE, FLORIDA

P. O. Box 6327 APR 3 1997

ARTICLES OF INCORPORATION

OF

ROMANO'S OIL, INC.

The undersigned subscriber, a natural person competent to contract, for the purpose of forming a corporation under the laws of the State of Florida, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of the proposed corporation is:

ROMANO'S OIL, INC.

ARTICLE II - NATURE OF BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III - CAPITAL STOCK

The total number of shares of stock which the Corporation shall have the authority to issue is one thousand (1,000) shares and the par value of each of such shares is one (\$1.00) dollar.

All of said stock shall be payable in cash, property, labor, or services at a just valuation to be fixed by the officers at a meeting called for that purpose; property, labor, or services may be purchased, or paid for with the capital stock at a just

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valuation to be fixed by the officers of the Corporation at a meeting called for that purpose.

#### ARTICLE IV- TERM OF EXISTENCE

This Corporation shall have perpetual existence unless sooner dissolved according to law and shall commence business on the date that these Articles are filed and approved by the Department of State of the State of Florida.

#### ARTICLE V - LOCATION

The principal place of business of the Corporation shall be at:

3985 10th Avenue, North  
Lake Worth, FL 33461

#### ARTICLE VI - DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time by By-Laws adopted by the Stockholders.

The name and post office address of the members of the first Board of Directors is:

CAROLINDA ROMANO  
4261 N. W. 107th Avenue  
Coral Springs, FL 33065

#### ARTICLE VII - SUBSCRIBER

The name and post office address of the subscriber hereto is:

CAROLINDA ROMANO  
4261 N. W. 107th Avenue  
Coral Springs, FL 33065

#### ARTICLE VIII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Stockholders at a Stockholders' Meeting by vote of the Stockholders voting the majority of the stock capable of being voted, unless all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation is made.

#### ARTICLE IX - INITIAL REGISTERED AGENT

The corporation has designated the following as the registered Agent for the corporation, pursuant to Florida Statutes, to wit:

CAROLINDA ROMANO  
4261 N. W. 107th Avenue  
Coral Springs, FL 33065

#### ARTICLE X - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

IN WITNESS WHEREOF, I the undersigned subscribing incorporator, and designated registered agent, have hereunto set

my hand and seal for the purpose of forming this corporation  
under the laws of the State of Florida, and I hereby make,

subscribe, acknowledge, and file in the office of the Secretary  
of State these Articles of Incorporation and certify that the  
facts herein stated are true, all this 31st day of MARCH,  
1997.

I hereby accept and am familiar with the duties of being  
registered agent.

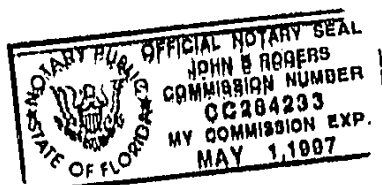
Carolinda Romano  
CAROLINDA ROMANO  
Incorporator and Registered Agent

STATE OF FLORIDA           )  
COUNTY OF BROWARD       )       SS:

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TALLAHASSEE, FLORIDA

I HEREBY CERTIFY that on this date before me, the  
undersigned authority, personally appeared CAROLINDA ROMANO,  
who, after being duly sworn by me on oath, acknowledged that she  
executed the foregoing Articles of Incorporation for the purposes  
expressed therein, and she acknowledged that she is a natural  
person competent to contract.

SWORN TO AND SUBSCRIBED before me, this 31st day of  
MARCH, 1997.



[Signature]  
NOTARY PUBLIC