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Law Offices Of
STEVEN SILVERMAN
A Professional Association

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Two Datan Center
Suite 1225
9130 S. Dadeland
Boulevard
Miami, Florida 33156-7849

April 1, 1997

Secretary of State
Corporate Division
P.O. Box 6327
Tallahassee, Florida 32301

RE: Planet Petroleum, Inc.
Our File No.: 96-3119

200002133422--0
-04/04/97-01023-017
****122.50 ****122.50

Dear Sir/Madam:

Enclosed herein please find the Articles of Incorporation for the above named entity. Also enclosed is my firm's check in the amount of \$122.50 for filing the Articles. Please return to the undersigned a certified copy of the Articles.

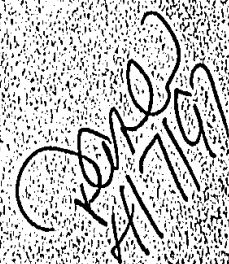
Thank you for your courtesy and attention to this matter.

Sincerely yours,


Steven Silverman

SS/cd
Enclosures

FILED
97 APR -4 PM 10 05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



ARTICLES OF INCORPORATION
OF
PLANET PETROLEUM, INC.

FILED
97 APR -4 PM 10:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act hereby adopt the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation is: PLANET PETROLEUM, INC.

ARTICLE II

DURATION

The term of existence of the corporation is perpetual, commencing on the date of receipt and acknowledgment of the Articles by the Secretary of State.

ARTICLE III

PURPOSE

The purpose for which the corporation is organized is to engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE IV

CAPITAL STOCK

The aggregate number of shares that the corporation shall have the authority to issue is 1,000 shares of capital stock with a par value of \$1.00 per share.

The sum of the par value of all shares of capital stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time. The shares of the

corporation are not to be divided into classes.

ARTICLE V

DIVIDENDS

The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation.

ARTICLE VI

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of his corporation, shall have the right to purchase his prorata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII

PRINCIPAL PLACE OF BUSINESS

The principal office of the corporation shall be located at:

Two Datran Center, Suite 1225
9130 South Dadeland Blvd.
Miami, Florida 33156

ARTICLE VIII

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

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

Two Datan Center, Suite 1225
9130 South Dadeland Boulevard
Miami, Florida 33156

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

STEVEN SILVERMAN, P.A.
Two Datan Center, Suite 1225
9130 South Dadeland Boulevard
Miami, Florida 33156-7849

ARTICLE IX

INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be increased or diminished from time to time by the by-laws. The names and addresses of the initial directors of this corporation are:

JOSEPH G. SHAPIRO, CHAIRMAN/CEO
145 Tall Oak Crescent
Oyster Bay Cove
New York, New York 11791-1125

FRANK A. DENISON, JR., President
2543 Mercedes Drive
Ft. Lauderdale, Florida 33316

DANIEL LONDON, Executive Vice-President
356 Preswick Circle
Palm Beach Gardens, Florida 33418

LEONARD H. SHAPIRO, Vice-President/Treasurer
10 Whitney Circle
Glen Cove, New York, 11791

ARTICLE X

INCORPORATORS

The names and addresses of the persons signing these Articles are:

JOSEPH G. SHAPIRO
145 Tall Oak Crescent
Oyster Bay Cove
New York, New York 11791-1125

FRANK A. DENISON, JR.
2543 Mercedes Drive
Ft. Lauderdale, Florida 33316

DANIEL LONDON
356 Preswick Circle
Palm Beach Gardens, Florida 33418

ARTICLE XI

ACTIONS OF DIRECTORS WITHOUT MEETING

The directors of this corporation may take action by written consent as provided by law.

ARTICLE XII

MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in regular or special meetings of the Board of Directors by means of conference telephone as provided by law.

ARTICLE XIII
INDEMNIFICATION

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

ARTICLE XIV
AMENDMENT

The corporation reserves this right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation on this 19th day of MARCH, 1997


JOSEPH G. SHAPIRO

STATE OF FLORIDA }
 } SS:
COUNTY OF BROWARD }

Before me, the undersigned authority, personally appeared, JOSEPH G. SHAPIRO, to me well known and known to be the person described in and who executed the foregoing Articles of Incorporation and he acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and seal this 20th day of March, 1997

Linda Klawans
NOTARY PUBLIC, STATE OF FLORIDA
PrintName: LINDA KLAUANS

My Commission Expires:



LINDA KLAUANS
COMMISSION # CC 315666
EXPIRES SEP 14, 1997
Atlantic Bonding Co., Inc.
800-732-2245

Frank A. Denison, Jr.
FRANK A. DENISON, JR.

STATE OF FLORIDA }
COUNTY OF BROWARD } SS:

Before me, the undersigned authority, personally appeared, FRANK A. DENISON, JR., to me well known and known to be the person described in and who executed the foregoing Articles of Incorporation and he acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and seal this 20th day of March, 1997.

Linda Klawans
NOTARY PUBLIC, STATE OF FLORIDA
Print Name: LINDA KLAUANS

My Commission Expires:



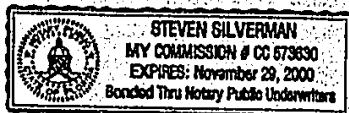
LINDA KLAUANS
COMMISSION # CC 315666
EXPIRES SEP 14, 1997
Atlantic Bonding Co., Inc.
800-732-2245

Nasir E London
DANIEL LONDON

STATE OF FLORIDA }
 } SS:
COUNTY OF DADE }

Before me, the undersigned authority, personally appeared, DANIEL LONDON, to me well known and known to be the person described in and who executed the foregoing Articles of Incorporation and he acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and seal this 28 day of MARCH, 1997.



Steven Silverman
NOTARY PUBLIC, STATE OF FLORIDA
Print Name: STEVEN SILVERMAN

My Commission Expires:

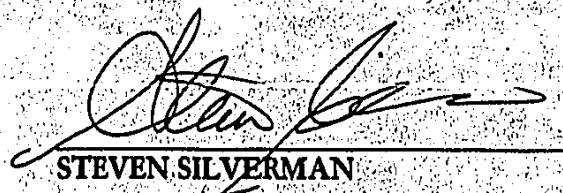
**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

In compliance with section 48.091, FLORIDA STATUTES, the following is submitted:
That PLANET PETROLEUM, INC., desiring to organize or qualify under the laws of the State
of Florida, with its principal place of business at City of Miami, State of Florida, has named
STEVEN SILVERMAN, located at Two Datan Center, Suite 1225, 9130 South Dadeland
Boulevard, Miami, Florida 33156-7849, as its agent to accept service of process within Florida.


JOSEPH G. SHAPIRO

Having been named to accept service of process for the above stated corporation, at the
place designated in this certificate, I hereby agree to act in this capacity, and I further agree to
comply with the provisions of all statutes relative to the proper and complete performance of my
duties.

Dated this 28 day of MARCH, 1997.


STEVEN SILVERMAN

SS/cd/96-3119/planet.inc

FILED
97 APR - 6 AM 10:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA