

**LAW OFFICES OF
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TAX & ESTATE PLANNING DEPARTMENT
THOMAS C. WALSER, LL.M.-ESTATE PLANNING
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PETER HOWLEY, ACCOUNTANT

REAL ESTATE DEPARTMENT
CHARLES F. POSESS
DOUGLAS R. NEU
MONA S. WEISS
GISELE E. ASMAR

8970000031462

March 31, 1997

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Secretary of State of Florida
Corporation Division
P.O. Box 6327
409 East Gaines Street
Tallahassee, Florida 32399

Re: PETROLEUM COKE MANAGEMENT COMPANY

Dear Sir:

Enclosed please find the original Articles of Incorporation to be filed for the above-referenced corporation.

Also enclosed is a check for \$122.50 covering the filing fees and costs as follows:

Filing Certificate of Incorporation	\$35.00
One (1) Certified Copy	52.50
Designation of Registered Agent	35.00
Total	<u>\$122.50</u>

FILED
97 APR 7 AM 9:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Please return your confirmation letter regarding the incorporation and filing of this company to my office in the enclosed stamped self-addressed envelope.

Sincerely,

Thomas C. Walser

Thomas C. Walser

TCW:jl

cc: Patrick E. Valentine

APR 8

BSB

STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF

PETROLEUM COKE MANAGEMENT COMPANY

FILED
97 APR -7 AM 9:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator(s) of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation is PETROLEUM COKE MANAGEMENT COMPANY. The principal office and mailing address is 50 NE 1st Ave., Boca Raton, FL 33432.

ARTICLE II

This corporation is to exist perpetually.

ARTICLE III

The purpose for which the corporation is organized is to engage in the transaction of any or all lawful business for which corporations may be incorporated under the provisions of the Florida General Corporation Act.

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue is 1,000 Common Shares at \$1.00 par value.

ARTICLE V

Provisions granting preemptive rights are: The holders of common shares shall, upon the issue or sale of shares of stock, any class (whether now or hereafter authorized), have the right, during such period of time and on such conditions the Board of Directors shall prescribe, to subscribe to and purchase such shares in proportion to their respective holdings of common shares, at such price or prices as the Board of Directors may, from time to time, fix and as may be permitted by law.

ARTICLE VI

Provisions for the regulation of the internal affairs of the corporation are:
None.

ARTICLE VII

The street address of the initial registered office of the corporation is 7015 Beracasa Way, Suite 201, Boca Raton, FL 33433, and the name of its initial registered agent at such address is Thomas C. Walser, Esq..

ARTICLE VIII

The number of directors constituting the initial Board of Directors of the corporation is one (1) and the name and address of the person who is to serve as Director until the first annual meeting of shareholders or until their successor(s) are elected and shall qualify is:

Patrick E. Valentine

50 NE 1st Ave.
Boca Raton, FL 33432

The name and address of each incorporator is:

Thomas C. Walser, Esq.

7015 Beracasa Way, Suite 201
Boca Raton, FL 33433

DATED this 1st day of April, 1997.

Thomas C. Walser
Thomas C. Walser, Esq., Incorporator

STATE OF FLORIDA)
)ss:
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me, this 1 day of April, 1997, by Thomas C. Walser, Esq. who is personally known to me, or who has produced a _____ as identification.

My Commission Expires;

Notary Public

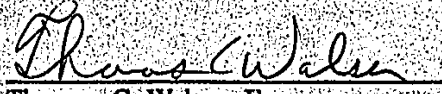


JAMIE LYNN LINNEHAN
COMMISSION # CC 584634
EXPIRES OCT 20, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.

JAMIE LYNN LINNEHAN

CONSENT OF REGISTERED AGENT

I, Thomas C. Walser, Esq., having been designated to act as Registered Agent, hereby agrees to act in this capacity.


Thomas C. Walser, Esq.,
Registered Agent

(corpcor12988ar1nc.gen)

FILED
97 APR -7 AM 9:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA