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FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: FILINGS, INC.

CONTACT: TERESA ROMAN PHONE: (904)385-6735  
(904)385-6761

ACCT#: 072720000101

FAX #:

NAME: PETRO MARKETING INTERNATIONAL, INCORPORATED AUDIT  
NUMBER.....H97000005900 DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.  
CERT. OF STATUS..1 PAGES..... 3 CERT. COPIES.....0  
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OF THE DOCUMENT

\*\* ENTER 'M' FOR MENU. \*\*

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ARTICLES OF INCORPORATION  
OF  
PETRO MARKETING INTERNATIONAL, INCORPORATED

SECRET  
DIVISION OF INVESTIGATION  
97 APR 10 PM 2:55

ARTICLE I - NAME

The name of the Corporation is PETRO MARKETING INTERNATIONAL, INCORPORATED.

ARTICLE II - DURATION

The Corporation shall have a perpetual existence.

ARTICLE III - PURPOSE

The purpose of this Corporation is to engage in any activities or business permitted under the Laws of the United States and Florida.

ARTICLE IV - PRINCIPAL OFFICE

The initial principal office of this Corporation will be located at: 6501 Park of Commerce Boulevard, Suite 230, Boca Raton, Florida 33487.

ARTICLE V - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 100 shares of common stock having a par value of \$1.00 per share.

ARTICLE VI - INITIAL REGISTERED  
OFFICE AND AGENT

The address of the initial registered office of this Corporation shall be 1212 Southeast First Avenue, Fort Lauderdale, Florida, 33316-1802, and the initial registered agent of this Corporation at such office shall be Kevin J. D'Espies, Esquire, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes as amended from time to time, with respect to keeping an office for service of process, and with Section 607.0505, as amended from time to time, with respect to the duties of a registered agent.

Prepared by:  
Kevin J. D'Espies, P.A.  
1212 Southeast First Avenue  
Fort Lauderdale, Florida 33316-1802  
(334) 522-2767  
FDW: 347477

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ARTICLE VII - DIRECTORS

The business of this corporation shall be managed by a Board of Directors. There shall be one (1) Director initially. The number of Directors may be increased, and after such increase, decreased from time to time by by-laws adopted by the shareholders. In no event shall the number of Directors be less than one.

The names and addresses of the members of the first Board of Directors are:

Morton Colby  
6501 Park of Commerce Boulevard  
Suite 230  
Boca Raton, Florida 33487

ARTICLE VIII - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in and is hereby reserved to the shareholders. Bylaws shall be adopted, altered, amended or repealed as provided therein.

ARTICLE IX - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is: Kevin J. D'Espies, Esquire, 1212 Southeast First Street, Fort Lauderdale, Florida 33316-1802.

IN WITNESS WHEREOF, I have made, subscribed and acknowledged these Articles of Incorporation at Fort Lauderdale, Florida, this 9th day of April, 1997.

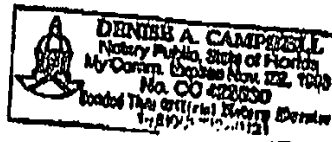
  
KEVIN J. D'ESPES, ESQUIRE

STATE OF FLORIDA     )  
                                  )SS:  
COUNTY OF BROWARD    )

The foregoing Articles of Incorporation of PETRO MARKETING INTERNATIONAL, INCORPORATED were acknowledged before me on this 9th day of April, 1997, by Kevin J. D'Espies, Esquire, as Incorporator.

My commission expires:

  
Notary Public

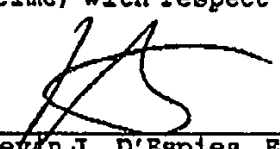


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ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for PETRO MARKETING INTERNATIONAL, INCORPORATED at the place designated in the Articles of Incorporation, Kevin J. D'Espies, Esquire agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 relative to keeping open such office, and with Section 507.0505, as amended from time to time, with respect to the duties of a registered agent.

  
Kevin J. D'Espies, Esquire

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SECTION 48.091  
ARTICLES OF INCORPORATION

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