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JOSEPH K. SINGER, P. A.
ATTORNEY AT LAW
UNIVERSITY PARK - SUITE 114
201 NORTH UNIVERSITY DRIVE
PLANTATION, FLORIDA 33324

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR 28 PM 4:24

JOSEPH K. SINGER, J.D., LL.M. (TAX)
ALSO ADMITTED U.S. TAX COURT

TELEPHONE
(305) 474-8442

April 24th, 1997

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: H & H OIL, INC.

600002157216--3
-04/28/97-01132--010
****122.50 ****122.50

Dear Sir or Madam:

I am enclosing herewith an original and a copy of the Articles of Incorporation and Statement of Designation of Registered Agent for the above-named corporation. In addition, a check, in the sum of \$ 122.50, is enclosed which represents the following:

Filing fee	\$ 35.00
Certified copy	\$ 52.50
Designation of Registered agent	\$ 35.00
Total	\$ 122.50

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned. Thank you for your prompt attention to this matter.

Very truly yours,

JOSEPH K. SINGER, P.A.

Joseph K. Singer, Esq.

Joseph K. Singer, Esq.

Enclosures

D. BROWN APR 30 1997

ARTICLES OF INCORPORATION
OF
H & H OIL, INC.

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ARTICLE I - NAME

The name of this Corporation is:
H & H OIL, INC..

ARTICLE II - DURATION

This Corporation shall have perpetual existence commencing upon filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This Corporation is organized for the following purposes:
To transact any and all lawful business and to have and to exercise all the powers now or hereafter conferred by the laws of the State of Florida upon corporations organized pursuant to the laws under which this Corporation is organized and any and all acts amendatory thereof and supplemental thereto.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue One Hundred (100) shares of One (\$1.00) Dollar par value common stock which shall be designated as "Common Shares" and shall be the sole class of stock that this corporation is authorized to issue.

ARTICLE V - 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 or she holds, shall have the right to purchase his or her 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.

ARTICLE VI - INITIAL REGISTERED OFFICE, AGENT AND PRINCIPAL OFFICE

The street address of the initial registered office of this Corporation is 201 North University Drive, Suite 114, Plantation, Florida 33324, and the name of the initial registered agent of this corporation at that address is JOSEPH K. SINGER, ESQ. The street address of the initial principal office of this Corporation is 1075 West S.R. # 84, Fort Lauderdale, Florida 33315.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) Director constituting the initial Board of Directors. The number of directors may be either increased or diminished from time to time pursuant to the By-Laws of this corporation, however there shall always be a minimum of one (1) Director and never more than five (5) Directors. The name and address of the initial directors of this Corporation is:

PATRICIA HYNDS
1075 West S.R. # 84
Fort Lauderdale, Florida 33315

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator signing these Articles is:

PATRICIA HYNDS
1075 West S.R. # 84
Fort Lauderdale, Florida 33315

ARTICLE IX - INDEMNIFICATION

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

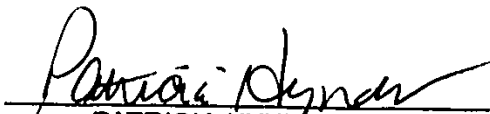
ARTICLE X - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any rights conferred upon the shareholders are subject to this reservation.

ARTICLE XI - TAX ELECTION

This corporation, within the time provided for by law, shall make a Subchapter "S" election pursuant to § 1362(a) of the Internal Revenue Code of 1986, as amended. No person may become a shareholder of this corporation unless they consent to this election and are not otherwise unqualified to so elect. This article shall be ineffective if one hundred (100%) percent of the shareholders affirmatively decline the § 1362(a) election.

IN WITNESS WHEREOF, the undersigned Incorporator executed these Articles of Incorporation this 24th day of April, 1997.


PATRICIA HYNDS, Incorporator

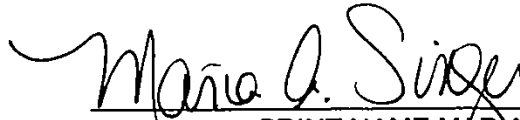
STATE OF FLORIDA)
COUNTY OF BROWARD)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared PATRICIA HYNDS, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid. The foregoing instrument was acknowledged before me this 24th day of April, 1997, by PATRICIA HYNDS, who (is personally known to me)(produced a Florida Driver's License as identification) and who did (not) take an oath.

(S E A L)

My Commission Expires:



PRINT NAME: MARIA A. SINGER

Notary Public, State of Florida

Commission Number CC 41584

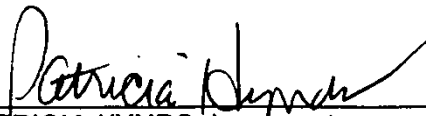
 MARIA A SINGER
My Commission CC415814
Expires Dec. 03, 1998
Bonded by NFNU
800-224-6368

DESIGNATION OF REGISTERED AGENT FOR:
H & H OIL, INC., Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR 28 PM 4:24

H & H OIL, INC., Inc., in compliance with Section §607.0501, Florida Statutes, a corporation desiring to organize and qualify under the laws of the State of Florida, hereby names, JOSEPH K. SINGER, ESQ., located at 201 North University Drive, Suite 114, Plantation, Florida 33324, as its agent to accept service of process within Florida.

DATED: April 24th, 1997


PATRICIA HYNDS, Incorporator

ACCEPTANCE

Having been named to accept service of process for the above named 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 relevant to the proper and complete performance of my duties.

DATED: April 24th, 1997


JOSEPH K. SINGER, ESQ., Registered Agent