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FLORIDA DIVISION OF CORPORATIONS

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FROM: LEVINE & PARTNERS, P.A.
074677001117

ACCT#:

CONTACT: LIZ BREIER
PHONE: (305)372-1350
(305)372-1352

FAX #:

NAME: REPUBLIC PETROLEUM, INC.

AUDIT NUMBER.....H97000008111

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 16, 1997

LEVINE & PARTNERS, PA

SUBJECT: REPUBLIC PETROLEUM, INC.
REF: W97000011498

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

FA#97000008111

ARTICLES OF INCORPORATION OF
REPUBLIC PETROLEUM, INC.

ARTICLE I
NAME

The name of the Corporation is REPUBLIC PETROLEUM, INC.

ARTICLE II
DURATION

This Corporation shall commence its existence upon the filing of these Articles of Incorporation and shall continue perpetually thereafter.

ARTICLE III
PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business under the laws of the State of Florida.

ARTICLE IV
PRINCIPAL OFFICE

The principal office of the corporation is: 1301 SW 2ND ST., POMPANO BEACH, BROWARD COUNTY, FLORIDA 33069-3211.

ARTICLE V
MAILING ADDRESS

The mailing address of the corporation is: 1301 SW 2ND ST., POMPANO BEACH, FL 33069-3211.

Robert J. Levine, Esq.
LEVINE & PARTNERS, P.A.
1010 Brickell Avenue, 7th Floor
Miami, Florida 33131
Telephone: (305) 372-1350
Florida Bar Number: 320048

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ARTICLE VI
CAPITAL STOCK

This Corporation is authorized to issue 600 shares of \$1.00 par value common stock, which shall be designated "Common Shares."

ARTICLE VII
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of this Corporation is 1110 Brickell Avenue, 7th Floor, Miami, FL 33131, and the name of the initial Registered Agent of this Corporation at that address is Robert J. Levine, Esq.

ARTICLE VIII
INCORPORATOR

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

<u>Name</u>	<u>Address</u>
Robert J. Levine, Esq.	1110 Brickell Avenue 7th Floor Miami, FL 33131

ARTICLE IX
OFFICERS AND DIRECTORS

The initial officers of the corporation are:

President:	CHARLES S. MAXFIELD
Vice President	DAVID L. SELBY
Secretary	DAVID L. SELBY
Treasurer:	CHARLES S. MAXFIELD

ARTICLE X
POWERS

This corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

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ARTICLE XI
AMENDMENT

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

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 16th day of May, 1997.



ROBERT J. LEVINE, ESQ.

STATE OF FLORIDA :
: ss:
COUNTY OF DADE :

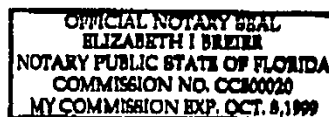
I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, ROBERT J. LEVINE, ESQ., who is personally known to me.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Miami, Dade County, Florida, this 16th day of May, 1997.



NOTARY PUBLIC, State of Florida

My Commission Expires:



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CERTIFICATE DESIGNATING REGISTERED OFFICE
FOR SERVICE OF PROCESS
WITHIN THE STATE OF FLORIDA, NAMING REGISTERED AGENT
UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTIONS 607.0501 AND 48.091, FLORIDA STATUTES,
THE FOLLOWING IS SUBMITTED:

THAT REPUBLIC PETROLEUM, INC., DESIRING TO ORGANIZE OR QUALIFY
UNDER THE LAWS OF THE STATE OF FLORIDA, HAS NAMED ROBERT J. LEVINE, ESQ.,
LOCATED AT 1110 BRICKELL AVENUE, 7TH FLOOR, MIAMI, FL 33131, ITS REGISTERED
AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA.



ROBERT J. LEVINE, ESQ.
INCORPORATOR
MAY 16, 1997, 1997

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 THE CAPACITY OF REGISTERED AGENT, AND I FURTHER AGREE TO
COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.



ROBERT J. LEVINE, ESQ.

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