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OTHER FILINGS	REGISTRATION/QUALIFICATION		
Annual Report	Foreign		
Fictitious Name	Limited Partnership		
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Examiner's initials

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ARTICLES OF INCORPORATION

OIVISION OF CORPORATIONS

97 MAY 19 PM 2:42

OF

MONTES OIL CORPORATION 2

The undersigned, in order to form a corporation for the purposes hereinafter stated, by and under the provisions of the Statutes of the State of Florida, do hereby subscribe to these Articles of Incorporation.

ARTICLE I

The name of this corporation is : MONTES OIL CORPORATION 2 Principal office is 613 Navarre Avenue, Coral Gables, FL 33134.

ARTICLE II

This corporation shall have perpetual existence.

The corporate existence commences on date of filing.

ARTICLE III

This corporation may engage in any and all business permitted under the Laws of the State of Florida.

ARTICLE IV

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

ARTICLE V

This corporation is authorized to issue 5000 shares of 1 dollar par value common stock, which shall be designated "Common Shares".

ARTICLE VI

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

ARTICLE VII

The street and address of the initial registered office of this corporation is 613 Navarre Avenue, Coral Gables, FL 33134. and the name of the initial registered agent of this corporation at the address is Edward O. Montes.

ARTICLE VIII

This corporation shall have three Directors initially. The number of director(s) may be either increased or diminished from time to time according to the by-laws. The names and addresses of the initial director(s) of this corporation until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

NAME

ADDRESS

- 1. Edward O. Montes 613 Navarre Avenue, Coral Gables, FL 33134
- 2. Mayra Montes

Same Address

3. Antonio Montes

Same Address

ARTICLE IX

The name and address of the subscribers are:

NAME

ADDRESS

1. Edward O. Montes 613 Navarre Avenue, Coral Gables, FL 33134

2. Mayra Montes

Same Address

3. Antonio Montes

Same Address

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation this 15 day of May, 1997.

Edward O. Montes

Mayra Montes

Mayra Montes

Antonio Montes

STATE OF FLORIDA

SS.

COUNTY OF DADE

BEFORE ME a notary public authorized to take acknowledgement in the state and county set forth above, personally appeared Edward O. Montes, Mayra Montes and Antonio Montes known to me and known by me to be the person(s) who executed the foregoing articles of incorporation, and they acknowledged before me that they executed those articles of incorporation.

IN WITNESS WHEREOF, I have hereuntc set my hand and affixed my official seal, in the state and county aforesaid, this 15^{2l} day of May, 1997.

Notary Rubber LONIDA

NOTARY FL. S. BEATT OF LLONIDA

COMMISSION FOR COUNTY SAND

MY COMMISSION EXP. JUNE 27, 1998

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Having been named to accept service of process for MONTES
OIL CORPORATION 2 at the place designated in the foregoing
ARTICLES OF INCORPORATION, I HEREBY AGREE to act in this
capacity, and I FURTHER AGREE to comply with this provisions of
all statutes relative to the proper and complete performance of
my duties.

DATE: 5/15/90 SIGNATURE: (Resident Agent)

DIVISION OF CURPURATION

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