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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: INDRIO PETROLEUM NORTH AMERICA, INC.

AUDIT NUMBER.....H97000008531

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

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....1

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97 MAY 23 AM 7:52

ARTICLES OF INCORPORATION

BY THESE ARTICLES OF INCORPORATION, the incorporator forms a corporation for profit under Florida law.

1. NAME. The name of this corporation is:

INDRIO PETROLEUM NORTH AMERICA, INC.

and its principal office is located at 100 South Biscayne Boulevard, Suite 1102, Miami, Florida 33131.

2. TERM. The corporation shall exist perpetually.

3. PURPOSE. The purpose of this corporation is to transact any or all lawful business for which corporations may be incorporated under Chapter 607 of the Florida Statutes.

4. CAPITAL STOCK. This corporation is authorized to issue 1,000 shares of common stock of par value of \$1.00 per share.

5. REGISTERED AGENT. The initial registered agent for this corporation is David Howard Goldberg, 100 S. Biscayne Boulevard, Suite 1102, Miami, Florida 33131.

6. DIRECTORS. This corporation shall have one (1) director initially. The number shall be fixed by the bylaws and may be changed from time to time.

7. INITIAL DIRECTORS. The name and address of each member of the first board of directors is:

DAVID HOWARD GOLDBERG  
100 South Biscayne Boulevard  
Suite 1102  
Miami, Florida 33131

He shall hold office until the first annual meeting of shareholders.

8. INCORPORATOR. The name and street address of the incorporator is David Howard Goldberg, 100 South Biscayne Boulevard, Suite 1102, Miami, Florida 33131.

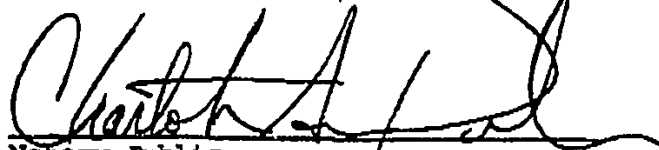
DATED on this 22 day of MAY, 1997.

This Instrument Prepared By:  
DAVID HOWARD GOLDBERG, P.A.  
FLORIDA BAR NO. 378062  
100 South Biscayne Boulevard  
Suite 1102  
Miami, Florida 33131  
Tel: (305) 358-3893

H97000008531

STATE OF FLORIDA H97000008531  
COUNTY OF DADE

22 The foregoing instrument was acknowledged before me on this  
day of MAY, 1997, by David Howard Goldberg, who is  
personally known to me or who produced Florida Driver License  
Number \_\_\_\_\_.

  
Notary Public, State of Florida at Large

My Commission Expires:



CHARLOTTE ANN PARKER  
My Commission CC498206  
Expires Jan. 24, 1999  
Bonded by HAI  
800-422-1885

CONSENT OF REGISTERED AGENT

HAVING BEEN NAMED as registered agent for this corporation at  
the registered office designated in the foregoing Articles of  
Incorporation, the undersigned accepts the designation.

  
DAVID HOWARD GOLDBERG

This Instrument Prepared By:  
DAVID HOWARD GOLDBERG, P.A.  
FLORIDA BAR NO. 376062  
100 South Biscayne Boulevard  
Suite 1102  
Miami, Florida 33131  
Tel: (305) 358-3893

Baudy/322.009/ArtOf.Inc/May 22, 1997

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