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VENTURE PETROLEUM, INC.
2880 N.E. 9TH STREET
POMPANO BEACH, FLORIDA 33062
MAY 16, 1997

Division of Corporations
Secretary of State
State of Florida
Tallahassee, Florida 32399

Re: Articles of Incorporation
VENTURE PETROLEUM, INC.

Dear Sir or Madam.

Submitted herewith are two (2) executed and notarized originals plus one copy of the Articles of Incorporation of VENTURE PETROLEUM, INC.; two executed and notarized Appointment of Registered Agent; and a check in the amount of \$ 122.50 for the required filing fee.

If any additional information is required to process our request for incorporation under the laws of the State of Florida, please advise.

Very truly yours,

VENTURE PETROLEUM, INC.

By


JAMES L. MCCOWAN, PRESIDENT

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97 JUN 16 AM 8:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

nc 6/17/97

ARTICLES OF INCORPORATION
OF
VENTURE PETROLEUM, INC.

The undersigned incorporators to these Articles of Incorporation, natural persons competent to contract, hereby forms a corporation under the laws of the State of Florida.

FIRST: The name of the corporation is:

VENTURE PETROLEUM, INC.

SECOND: The corporation may engage in the transaction of any and all lawful activity or business for which corporations may be incorporated and permitted under the laws of the United States and of the State of Florida.

THIRD: The aggregate number of shares of stock that this corporation is authorized to issue is Five Hundred (500) shares of one class only; Common Stock having a par value of One Dollar (\$1.00) per share.

FOURTH: The street address of the initial registered office of the corporation is 2880 N.E. 9TH STREET, POMPANO BEACH, FLORIDA 33062 and the name of the initial registered agent at such address for the corporation shall be JAMES L. MCCOWAN. This is also the principal office and mailing address of the corporation.

FIFTH: The number of directors constituting the initial Board of Directors is ONE. The number of directors may be increased or decreased by the corporation's By-Laws.

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TALLAHASSEE, FLORIDA

SIXTH: The name and address of the member of the initial Board of Directors is:

NAME	ADDRESS
JAMES L. McCOWAN	2880 N.E. 9TH STREET POMPANO BEACH, FLORIDA 33062

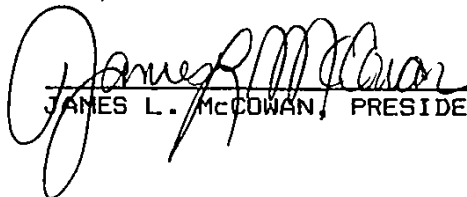
SEVENTH: The name and address of the initial incorporator is as follows:

NAME	ADDRESS
JAMES L. McCOWAN	2880 N.E. 9TH STREET POMPANO BEACH, FLORIDA 33062

EIGHTH: The name and address of the initial Officer of the Corporation is as follows:

NAME	ADDRESS
JAMES L. McCOWAN	2880 N.E. 9TH STREET POMPANO BEACH, FLORIDA 33062

IN WITNESS THEREOF, We have hereunto set our hands and seals this 15TH day of MAY 1997.

 _____ (SEAL)
JAMES L. McCOWAN, PRESIDENT

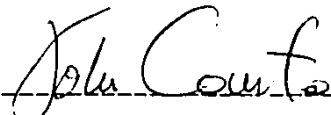
STATE OF FLORIDA)

S.S.

COUNTY OF BROWARD)

I HEREBY CERTIFY that on this 15TH day of MAY 1997,
before me, a Notary Public duly authorized in the State and
County above named to take acknowledgments, personally appeared
JAMES L. McCOWAN, to me known to be the person described as the
incorporator in and who executed the foregoing Articles of
Incorporation, and acknowledged before me that he subscribed to
those Articles of Incorporation and that the facts therein are
truly set forth.

WITNESS my hand and official seal at POMFANO BEACH, BROWARD
COUNTY, FLORIDA, the day and the year aforesaid.



NOTARY PUBLIC



JOHN COMITO
COMMISSION # CC 473730
EXPIRES JUN 18, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

The following is submitted in compliance with applicable Florida Statutes:

VENTURE PETROLEUM, INC.

qualified to do business under the laws of the State of Florida with its principal office at 2880 N.E. 9TH STREET, POMPANO BEACH, COUNTY OF BROWARD, STATE OF FLORIDA 33062, has appointed JAMES L. MCCOWAN, 2880 N.E. 9TH STREET, POMPANO BEACH, COUNTY OF BROWARD, STATE OF FLORIDA 33062 to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By James L. McCowan (Seal) Date MAY 15, 1997

JAMES L. MCCOWAN

Registered Agent for VENTURE PETROLEUM, INC.

NOTARY PUBLIC



JOHN COMITO
COMMISSION # CC 4720
EXPIRES JUN 18, 1998
BONDED THRU
ATLANTIC BONDING CO.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 JUN 16 AM 8:48

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