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6/25/97

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
PHONE: (305) 599-0839

ACCT#: 071001002335

FAX #: (305) 716-0346

NAME: ARES OIL, INC.

AUDIT NUMBER.....H97000010486

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

CERT. OF STATUS..0

PAGES..... 5

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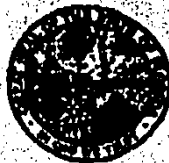
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TALLAHASSEE, FLORIDA

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08/25/87 16:47 Florida Department p1 /1



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 25, 1997

FAS-T CORP. AGENTS

SUBJECT: ARES OIL, INC.
REF: W97000014866

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

The registered agent listed in the document is different from the person listed on the certificate.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

FAX Aud. #: H97000010486
Letter Number: 797A00033737

EXECUTIVE DATE

6-25-97

H97000010486

ARTICLES OF INCORPORATION

The undersigned does hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

I.

The name of this corporation is:

ARES OIL, INC.

II.

This corporation is authorized for the purpose of transacting any and all lawful business permitted under the laws of Florida.

III.

This corporation is authorized to issue 1,000 share of 1.00 par value common stock, which shall be designated as "common shares". All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof at just valuation to be fixed by the Board of Directors.

IV.

Except by otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

V.

This corporation shall commence its existence on the 25TH day of JUNE, 1997 and shall exist perpetually thereafter unless sooner dissolved according to law.

PREPARED BY:
DIAZ & ASSOCIATES, INC.
280 N.W. 42nd AVE., SUITE 621
MIAMI, FLORIDA 33126
(305)642-3166

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ARTICLES OF INCORPORATIONVI.

Every shareholder, upon the sale for cash of any new stocks of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the prices at which it is offered to others.

VII.

The street address of the initial office of this corporation is
1490 NE 1 AVE., FLORIDA CITY and the name of the
initial registered agent is JOSE A. ARIAS whose
address is 7480 S.W. 74TH AVENUE, MIAMI, FL 33158.

VIII.

This corporation shall have at least one director initially with the exact number of directors to be specified by the shareholders from time to time unless the shareholders shall by a majority vote, determine that the corporation be managed by the shareholders. The names and addresses of the initial directors of this corporation are:

JOSE A. ARIAS
14255 SW 74 AVE.
MIAMI, FL 33158

IX.

The names and addresses of the persons signing these Articles of Incorporation are:

JOSE A. ARIAS
14255 SW 74 AVE.
MIAMI, FL 33158

ARTICLES OF INCORPORATION**X.**

The corporation shall indemnify any officer or director or any former officer or director, to the fullest extent permitted by law either now existing or hereafter enacted.

XI.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors of officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such corporation or who it is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of his corporation which shall authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation, or not so interested.

XII.

The private of the stockholders shall not be subject to the payment or the corporate debts to any extent whatever. The corporation shall have a first lien on the shares of its stockholders and upon the dividends due them for any indebtedness of such stockholders to the corporation.

IN WITNESS WHEREOF, the undersigned subscribers have execute these Articles of Incorporation this 24TH day of JUNE, 1997.

SUBSCRIBER



SUBSCRIBER

STATE OF FLORIDA)

SS:

COUNTY OF DADE)

BEFORE ME, A Notary Public authorized to take acknowledgements in the State of Florida, County of Dade, personally appeared, JOSE A. ARIAS known to me and known by me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledge before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State of Florida and County of Dade, this 24TH day of JUNE , 1997 .

LAZARO R. DIAZ
Notary Public, State of Florida
My Comm. Expires JULY 31, 1998
No. CC 377427
Bonded thru Official Notary Services



NOTARY PUBLIC, State of Florida

My commission expires:

H97000010486

**CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, MAKING AGENT UPON
WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 607.34 Florida Statutes, the following is
submitted, in compliance with said Act:

First - That ARES OIL, INC. desiring to
organize under the laws of the State of Florida with its principal
office, as indicated in the articles of incorporation at the city
of FLORIDA CITY County of DADE ; State of Florida has
named JOSE A. ARIAS, 7480 S.W. 74TH AVENUE city of
MIAMI , County of DADE State of Florida, as its agent
to accept service of process within this state.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above state
corporation, at 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


Signature Registered Agent

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TALLAHASSEE, FLORIDA