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1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800) 969-1666 . Fax (904) 222-1666

WALK IN

PICK UP 7/3/97



CERTIFIED COPY

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FILING

Prof: +

1.) Pctco Group Realty Advisors, Inc. (CORPORATE NAME & DOCUMENT #)

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2.) (CORPORATE NAME & DOCUMENT #)

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8.) (CORPORATE NAME & DOCUMENT #)

9.) (CORPORATE NAME & DOCUMENT #)

10.) (CORPORATE NAME & DOCUMENT #)

DME 7/3/97

SPECIAL INSTRUCTIONS

FILED
97 JUL -3 AM 10:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 JUL -3 AM 10:11
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION
OF
PetroGroup Realty Advisors, Inc.

FILED
97 JUL -3 AM 10: 52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator to these Articles of Incorporation, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

The name of the Corporation is: PetroGroup Realty Advisors, Inc.

ARTICLE II

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

ARTICLE III

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 100 shares of common stock having a par value of \$1.00 per share. Shares may be issued only for a par value of \$1.00 per share. Shares may be issued only for a consideration having value, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be fully paid and non-assessable.

ARTICLE IV

This corporation shall have perpetual existence.

ARTICLE V

The Registered Agent for this Corporation is:

Joseph L. Petrole
PetroGroup Realty Advisors, Inc.
2665 South Bayshore Drive, PH II-A
Miami, Florida 33133

Registered Office Address:

The initial registered office for this corporation is located at:

PetroGroup Realty Advisors, Inc.
2665 South Bayshore Drive, PH II-A
Miami, Florida 33133

Registered Office of this Corporation:

PetroGroup Realty Advisors, Inc.
2665 South Bayshore Drive, PH II-A
Miami, Florida 33133

ARTICLE VI

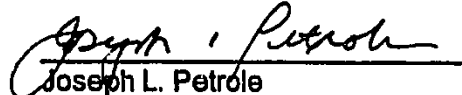
This Corporation shall have one director initially. The number of directors may be increased or diminished from time to time by the by-laws duly adopted by the stockholders, but shall never be less than one. The directors shall hold office until the first annual meeting of stockholders.

ARTICLE VII

The name of the initial director of this Corporation and his street address is:

Joseph L. Petrole
8560 Southwest 80th Place
Miami, Florida 33142-7304

IN WITNESS WHEREOF, the undersigned as the Incorporator, has executed the foregoing Articles of Incorporation as of the 2 day of July, 1997.


Joseph L. Petrole
8560 Southwest 80th Place
Miami, Florida 33143-7304

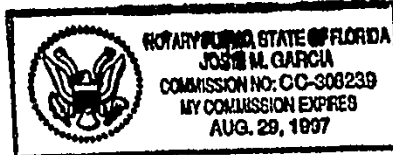
STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, a Notary Public, JOSEPH L. PETROLE, personally appeared, to me known to be the person described as the Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed these Articles of Incorporation.

WITNESS my hand and official seal at Miami, Dade County, Florida, on this 2d day of July, 1997.


NOTARY PUBLIC, State of Florida

My Commission Expires:



FILED

CERTIFICATE OF DESIGNATION OF RESIDENT AGENT

97 JUL -3 AM 10:52

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In Compliance with Chapter 48.091, Florida Statutes, the following is submitted
in accordance with said Act:

That **PetroGroup Realty Advisors, Inc.** desiring to organize under the laws of the State of Florida, with its principle office, as indicated in the Articles of Incorporation, at 2665 South Bayshore Drive, PH II-A, Miami, Florida 33133, has named Joseph L. Petrole of PetroGroup Realty Advisors, Inc., 2665 South Bayshore Drive, PH II-A, Miami, Florida 33133, to accept service of process within the State of Florida.

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 provisions of said Act relative to keeping said office open.

Dated: July 2, 1997

BY: Joseph L. Petrole
Joseph L. Petrole
PetroGroup Realty Advisors, Inc.
2665 South Bayshore Drive, PH II-A
Miami, Florida 33133