

P97000058732



ACCOUNT NO. : 072100000032

REFERENCE : 452635 4303929

AUTHORIZATION :

COST LIMIT : \$ 122.50

*Patricia Pyjett*

ORDER DATE : July 7, 1997

ORDER TIME : 9:20 AM

ORDER NO. : 452635-005

CUSTOMER NO: 4303929

000002230850--6

CUSTOMER: Ms. Sheryl C. Vainstein  
GREENBERG TRAUIG HOFFMAN  
LIPOFF ROSEN & QUENTEL, P. A.  
22nd Floor  
1221 Brickell Avenue  
Miami, FL 33131-3238

DOMESTIC FILING

NAME: PETROLL USA, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kathy Drake

EXAMINER'S INITIALS: \_\_\_\_\_

TALLAHASSEE, FLORIDA

97 JUL -7 AM 10:19

DIVISION OF CORPORATIONS

97 JUL -7 AM 10:05

RECEIVED

BN JUL 07 1997

**ARTICLES OF INCORPORATION**  
**OF**  
**PETROLL USA, INC.**

**FILED**  
97 JUL -7 AM 10:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**

The name of the corporation is PETROLL USA, INC. (hereinafter called the "Corporation").

**ARTICLE II**

The address of the principal office and the mailing address of the Corporation is 1221 Brickell Avenue, 23<sup>rd</sup> floor, Miami, FL 33131.

**ARTICLE III**

This Corporation shall have authority to issue One Thousand (1,000) shares of Common Capital stock having a par value of \$0.01 per share.

**ARTICLE IV**

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than fifty (50) percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

**ARTICLE V**

The street address of the Corporation's initial registered office is 1221 Brickell Avenue, City of Miami, County of Dade, State of Florida 33131 and the name of its initial registered agent at such office is Paulo C. Miranda.

**ARTICLE VI**

The Board of Directors of the Corporation shall consist of at least two (2) Directors, with the exact number to be fixed from time to time in the manner provided in the

Corporation's Bylaws. The number of directors constituting the initial Board of Directors is two (2), and the name and address of the members of the initial Board of Directors, who will serve as the Corporation's directors until successors are duly elected and qualified are:

Eugenio E. Petroll  
Av. Getulio Vargas 3915  
São Leopoldo - Rio Grande do Sul  
Brazil

Roberto Petroll  
Av. Getulio Vargas 3915  
São Leopoldo - Rio Grande do Sul  
Brazil

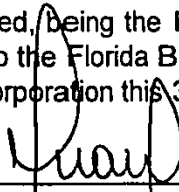
#### **ARTICLE VII**

The name of the Incorporator is Paulo C. Miranda and the address of the Incorporator is 1221 Brickell Ave., Miami, Florida 33131-3199.

#### **ARTICLE VIII**

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

**IN WITNESS WHEREOF**, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 30<sup>th</sup> day of June, 1997.

  
\_\_\_\_\_  
Paulo C Miranda , Incorporator

#### **ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

The undersigned, having been named the Registered Agent of PETROLL USA, INC., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

  
\_\_\_\_\_  
Paulo C Miranda

Dated: June 30, 1997

FILED  
JUN 30 1997  
CLERK OF COURT  
MIAMI, FLORIDA