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*****70.00 *****70.00

STATE OF FLORIDA
DIVISION OF CORPORATIONS

ENCLOSED IS A CHECK IN THE AMOUNT OF \$ 70⁰⁰ .

PLEASE SEND TO MY OFFICE AS INDICATED ABOVE YOUR LETTER OF
ACKNOWLEDGEMENT RELATING TO THE ACCEPTANCE OF THE ARTICLES OF
INCORPORATION AND ONE COPY OF SUCH ARTICLES.

SINCERELY,

FILED
97 JUL 23 AM 9:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

mc 7/25/97

FILED

97 JUL 23 AM 9:19

ARTICLES OF INCORPORATION SECRETARY OF STATE
OF TALLAHASSEE, FLORIDA

BLUE CHIP PETROLEUM, INC.

The undersigned subscriber (s) to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the Laws of the State of Florida.

ARTICLE 1. - NAME

The name of this corporation is:

BLUE CHIP PETROLEUM, INC.

ARTICLE 11.- NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation shall be:

(a) To engage in the buying & selling of any & all commercially traded products for consumption as edible products or to be used commercially or personally in the conduct of daily activities domestically or off-shore & to engage in any & all other functions, services and/or activities considered necessary, incidental, proper and/or ancillary, thereto, & to do all other things which may be desirable to achieve the purposes aforesaid & to operate a successful business.

(b) To manufacture, purchase or otherwise acquire and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and description.

(c) To conduct business in, have one or more officers in, and buy hold mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patent, copyrights, trademarks, and licenses in the State of Florida, and in all other states, districts, territories, contries and colonies.

(d) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages, transfers, or corporate property or other instruments to secure payment of corporate indebtedness as required.

(e) To purchase the corporate assets of any other corporation and engage in the same or other character of business.

(f) To acquire by purchase, subscribers or otherwise, and to receive, hold, own, guarantee, sell, assign, exchange, underwrite, transfer, mortgage, pledge, or otherwise dispose of or deal in or with any of the shares of the capital stock or any votin trust certificates in respect of the shares of capital stock, scrip, warrants, rights, bonds, debentures, notes, trust receipts, and other securities, obligations, choses in action and evidence of indebtedness or interest issued or created by any corporation, joint stock companies, syndicates, associations, firms, trusts, or persons, public or private, or by the government, or by any state, territory, province, municipality or other political subdivision or by any governmental agency and as owner thereof to possess and exercise all the rights, powers and privileges of ownership, including the right to execute consents and vote thereon, and to do any and all acts and things necessary or advisable for the preservation, protection, improvements, and enhancement in value thereof.

(g) In general, to carry on any other business in connection with the foregoing, and to have and exercise all the powers conferred by the Laws of Florida upon, corporations formed under its Laws, and to do any or all things hereinbefore set forth to the same extent as natural persons might or could do.

ARTICLE 111. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is:

One Thousand (1000) shares Common Stock \$1.00 par Value.

All the aforementioned stock is to be issued as fully paid for an exempt from assessment.

The capital stock may be paid for in money, property, labor or services, at a just valuation to be fixed by the incorporators or by the directors at a meeting called for such purposes.

ARTICLE 1V. INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is not less than:

Five Hundred (\$500.00) Dollars.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. ADDRESS

The initial post office address of this corporation in the State of Florida is: 6804 S.W. 145th TERRACE, MIAMI, FLORIDA 33158

The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VII. DIRECTORS

This corporation shall have (2) director initially. The number of directors may be increased from time to time on such manner as may be prescribed by the BY-LAWS, but shall never be less than one (1).

The Corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation and any person who serves at the request of this corporation, from and against any and all claims

and liabilities to which such person shall become subject by reason of his having heretofore being a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses reasonable incurred by him in connection with any such claim or liability provided that no person shall be indemnified against, or be reimbursed for, any expense incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled nor shall anything herein contained restrict the right of the corporation to indemnify, reimburse such person in any proper case even though not specially herein provided for.

No contract or other transaction between this corporation or any other corporation and no act of this corporation shall in any way be effected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or 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 the corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken, and any director of the corporation who is a director or officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the

Board of Directors of the corporation which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with the like force and effect as if he were not such director or officer of such other corporation or not so interested.

ARTICLE VIII. - INITIAL DIRECTORS

<u>NAME</u>	<u>ADDRESS</u>
JOHN O. BRANDT - PRESIDENT & DIRECTOR	6804 S.W. 145th TERRACE MIAMI, FLORIDA 33158
ANDREW S. BRANDT - SECRETARY, TREASURER & DIRECTOR	6804 S.W. 145th TERRACE MIAMI, FLORIDA 33158

ARTICLE IX. - SUBSCRIBERS

<u>NAME</u>	<u>ADDRESS</u>
JOHN O. BRANDT - 500 SHARES COMMON STOCK @ \$ 1.00 PAR VALUE	6804 S.W. 145th TERRACE MIAMI, FLORIDA 33158
ANDREW S. BRANDT - 500 SHARES COMMON STOCK @ \$ 1.00 PAR VALUE	6804 S.W. 145th TERRACE MIAMI, FLORIDA 33158

ARTICLE X.- REGISTERES AGENT AND OFFICE

The Street address of the corporation's initial registered office is : 6804 S.W. 145th TERRACE, MIAMI, FLORIDA 33158

and the corporation's initial registered agent is:

JOHN O. BRANDT

ARTICLE X.- AMENDMENT

These Articles of Incorporation may be amended in the manner provided by Law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders meeting by a majority of the stock entitled to vote there on.

In witness whereof, the parties of these Articles of Incorporation have hereunto set their hands and seals this 21st day of July, 1997.

John Brandt

JOHN BRANDT

Andrew S. Brandt

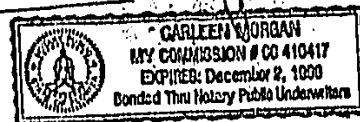
ANDREW S. BRANDT

STATE OF FLORIDA
SS:
COUNTY OF DADE

I HEREBY CERTIFY that on this day before me, a notary public duly authorized in the State and Count above to take acknowledgements, personally appeared John Brandt & Andrew S Brandt to me known to be the person described as subscriber in and who executed the foregoing articles of incorporation and acknowledged before me that he subscribed to these Articles of Incorporation.

Witness my hand and seal in the County and State named above this 21st day of July, 1997.

Carleen Morgan
NOTARY PUBLIC STATE OF FLORIDA



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

IN COMPLIANCE WITH SECTION 48,091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST - THAT BLUE CHIP PETROLEUM, INC.
NAME OF CORPORATION
DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF
FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF
MIAMI, STATE OF FLORIDA,
has named JOHN O. BRANDT LOCATED AT
6804 S.W. 145th TERRACE
STATE OF FLORIDA, AS ITS AGENT TO SERVICE OR PROCESS
WITHIN FLORIDA.

SIGNATURE ✓ John Brandt
CORPORATE OFFICER

TITLE PRESIDENT

DATE JULY 21, 1997

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE ✓ John Brandt
RESIDENT AGENT

DATE JULY 21, 1997