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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305) 541-3694

ACCT#: 072450003255

FAX #: (305) 541-3770

NAME: UNIVERSITY PETROLEUM INC.

AUDIT NUMBER.....H97000012143

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

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....1

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Articles of Incorporation of University Petroleum Inc.

I
Name

The name of the corporation is University Petroleum Inc.

II
Duration

The corporation shall have a perpetual existence.

III
Purpose

The purpose of the corporation is to engage in any activities or business permitted under the laws of the United States and Florida.

IV
Capital Stock

The maximum number of shares which the corporation is authorized to have outstanding at any time is 500 shares of common stock having a par value of \$1. per share.

V
Address

The principal place of business of the corporation shall be:

c/o M. Patrick, Esq.
1141 Kane Concourse
Bay Harbor Islands, Florida 33154

This instrument prepared by:

Marty Patrick, Esquire

Martin Howard Patrick, P.A.
1141 Kane Concourse
Bay Harbor Islands, Florida 33154
(305) 657-8400

Florida Bar Number: 341320

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VI
Initial Board Of Directors

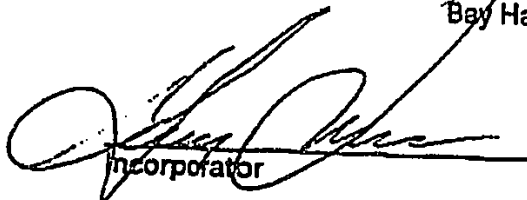
The initial Board of Directors consists of 1 member. This may be changed by a vote of the shareholders, but in no case, will there be less than 1 or more than 4 directors. The name and address of the initial Board are:

Gene Mirvis
c/o M. Patrick, Esq.
1141 Kane Concourse
Bay Harbor Islands, Florida 33154

VII
Incorporator

The name and address of the person signing these Articles of Incorporation is:

Gene Mirvis
c/o M. Patrick, Esq.
1141 Kane Concourse
Bay Harbor Islands, Florida 33154


Incorporator

State of Florida
County of Dade

The foregoing Articles of Incorporation of University Petroleum Inc. were acknowledged before me on July 14, 1997, by as Incorporator

() who is personally known to me
(X) who produced FLA Driver License as identification.


Notary Public



MARTY PATRICK
COMMISSION # CC 400000
EXPIRES JUN 7, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

H 97000012143

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**Certificate Of Designation Of 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 Chapter 48.091, Florida Statutes:

That University Petroleum Inc. desiring to organize under the laws of the State of Florida,
with its principal office as indicated in the Articles of Incorporation in the City of Bay Harbor
Islands, County of Dade, State of Florida, has named:

Marty Patrick, Esquire

Martin Howard Patrick, P.A.
1141 Kane Concourse
Bay Harbor Islands, Florida 33154

as its agent to accept service of process within the 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 provisions of the Florida Statutes relative to keeping open the aforesaid
office.


Marty Patrick, Esquire

Martin Howard Patrick, P.A.
Resident Agent

July 14, 1997

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