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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: TRANS OIL LIMITED USA, INC.

AUDIT NUMBER.....H97000012776

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

CERT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....1

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FLORIDA DIVISION OF CORPORATION

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CERTIFICATE OF INCORPORATION

OF

TRANS OIL LIMITED USA, INC.

We, the undersigned, hereby make, subscribe and acknowledge this Certificate for the purpose of becoming a Corporation under the Laws of the State of Florida.

ARTICLE I - NAME AND DURATION

The name of the Corporation shall be: TRANS OIL LIMITED USA, INC.  
its existence shall be perpetual.

ARTICLE II - PURPOSE

The general nature of the business to be transacted shall be:  
Import and Export Business

and to invest in property of any kind, operate businesses, lend money, and to have all other powers provided by the Laws of the State of Florida.

ARTICLE III - CAPITAL STOCK

The Capital Stock of the Corporation shall consist of ONE HUNDRED (100) Shares, FIVE AND NO/100 (\$5.00) DOLLARS par value.

PREPARED BY:

GEORGE J. BLUTSTEIN, ESQ.  
#501-20801 Biscayne Blvd.  
Aventura, FL 33180  
Florida Bar No. 007081  
(305) 935-3500

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ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is: #501-20801 Biscayne Blvd., Aventura, FL 33180, and the name of the initial Registered Agent of this Corporation at that address is: GEORGE J. BLUTSTEIN, ESQ.

ARTICLE V - PRINCIPAL PLACE OF BUSINESS

The principal place of business for the corporation is:  
#501 - 20801 Biscayne Blvd., Aventura, FL 33180

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one (1) and the name and address of the initial director(s) of this Corporation is:  
Nikolai Chimanski, 3505 Ocean Drive, #901, Hollywood, FL 33019

ARTICLE VII - INCORPORATOR

The name and address of the person signing these articles is:  
George J. Blutstein, #501 - 20801 Biscayne Blvd., Aventura, FL 33180

ARTICLE VIII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

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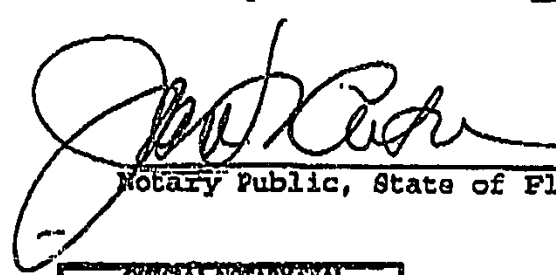
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 5 day of August, 1997.

  
Subscriber

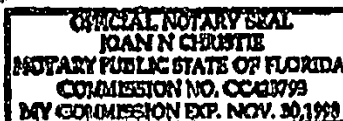
STATE OF FLORIDA )  
COUNTY OF DADE )

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal, in the State and County aforesaid this 5 day of August, 1997.

  
Notary Public, State of Florida

My commission expires:



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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 PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

  
\_\_\_\_\_  
GEORGE J. BLUTSTEIN

DATED: This 5 day of August, 1997.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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