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August 13, 1997

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*****122.50 *****122.50

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Filing Articles of Incorporation for OIL ENERGY CORP.

Dear Sirs:

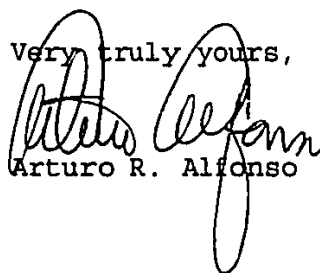
Enclosed please find Articles of Incorporation for OIL ENERGY CORP. for filing together with the filing fee of \$122.50.

I am also enclosing a copy of the Articles to be certified by your office.

Please return the certified copy to my office.

Thank you for your prompt attention as to this matter.

Very truly yours,


Arturo R. Alfonso

ARA:pr

Enclosures

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ARTICLES OF INCORPORATION
OF
OIL ENERGY CORP.

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida in compliance with Chapter 607, Florida Statutes.

ARTICLE I

The name of the corporation shall be: OIL ENERGY CORP.

ARTICLE II

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

(1) Transact any and all lawful business in the area of sale of gasoline, auto repair and convenience store.

(2) Said corporation shall further have powers:

To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in sales of gasoline, mechanics and convenience store therein,

wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, mortgage, transfer, and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute section 607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation;

To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration;

To make donations for the public welfare or for charitable, scientific, or educational purposes;

To transact any lawful business which the board of directors shall find will be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To have and exercise all powers necessary of convenient to effect its purposes;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statute 607.014;

ARTICLE IV

The aggregate number of shares which this corporation shall have authority to issue is the total sum of 100 shares, having par value of \$1.00.

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

ARTICLE V

The street address of the initial registered office and the name of the initial Registered Agent of this corporation shall be:

FELIX LLANO
6795 S.W. 56 Street
Miami, Florida 33155

ARTICLE VI

The initial Board of Directors shall consist of a total of one (1) person and the name and address of the person who is to serve as initial director is:

1. Felix Llano (President, Vice President, Secretary, Treasurer),
6795 S.W. 56 Street, Miami, Florida 33155.

ARTICLE VII

The address of the principal office of this corporation is:

6795 S.W. 56 Street
Miami, Florida 33155

ARTICLE VIII

The name and address of the incorporator executing these Articles of Incorporation is:

FELIX LLANO
6795 S.W. 56 Street
Miami, Florida 33155

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 13th day of August, 1997.

Felix Llano
FELIX LLANO

STATE OF FLORIDA)
 : SS
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 13th day of August, 1997, by FELIX LLANO, who is personally known to me or who has produced n/a as identification and who did/did not take an oath.

Patricia R Rand
Notary Public, State of Florida

My Commission Expires:

OFFICIAL NOTARY SEAL PATRICIA R RAND NOTARY PUBLIC STATE OF FLORIDA COMMISSION NO. CC549353 MY COMMISSION EXP. APR. 29, 2000
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**CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 607.34 Florida Statutes, the following
is submitted, in compliance with said Act:

First-that OIL ENERGY CORP., desiring to organize under the
laws of the State of Florida with its principal office, as
indicated in the articles of incorporation at City of MIAMI, County
of Dade, State of Florida, as its agent to accept service of
process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above
stated corporation, at place designated in this Certificate, Hereby
accept to act in this capacity, and agree to comply with the
provision of said Act relative to keeping open said office.

BY: _____


FELIX LLANO

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