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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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FLORIDA
PROGRESS
CORPORATION

Pauline M. Fry
Paralegal

August 22, 1997

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

300002276483--8
-08/25/97--01135--011
*****70.00 *****70.00

Re: Mesa Hydrocarbons, Inc.

Dear Madam Secretary:

Enclosed are original Articles of Incorporation for filing at your earliest opportunity. Our check in the amount of \$70.00 is enclosed for the filing fee and the Certificate of Designation.

Please forward a file stamped copy to me in the enclosed envelope.

Very truly yours,

Pauline M. Fry
Pauline M. Fry

/pf
Encls.

One Progress Plaza, St. Petersburg, Florida 33701 (813) 824-6515
Fax (813) 824-6537

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ARTICLES OF INCORPORATION
OF
MESA HYDROCARBONS, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I
Name

The name of the Corporation shall be:

MESA HYDROCARBONS, INC.

ARTICLE II
Principal Office

The principal place of business and mailing address of this corporation shall be:

One Progress Plaza
St. Petersburg, Florida 33701

ARTICLE III
Capital Stock

The number of shares of stock that this corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares, no par value.

ARTICLE IV
Initial Registered Agent and Address

The name and address of the initial agent is:

Pauline M. Fry
One Progress Plaza
St. Petersburg, FL 33701

ARTICLE V
Directors

The names of the initial Directors of the corporation are as follows:

Richard D. Keller
L. E. Meade, Jr.
Samuel M. Hopkins, II

ARTICLE VI
Incorporator

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

Electric Fuels Corporation
One Progress Plaza
St. Petersburg, FL 33701

The undersigned has executed these Articles of Incorporation this 22nd day of August, 1997.

ELECTRIC FUELS CORPORATION

By: Richard D. Keller
Richard D. Keller, President and
Chief Executive Officer

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

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Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: MESA HYDROCARBONS, INC.
2. The name and address of the registered agent and office is:

Pauline M. Fry
One Progress Plaza
St. Petersburg, FL 33701

ELECTRIC FUELS CORPORATION

By: Richard D. Keller
Richard D. Keller

Title: President & Chief Executive Officer

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Pauline M. Fry
Pauline M. Fry
Registered Agent

Date: August 22, 1997