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8/28/97

FLORIDA DIVISION OF CORPORATIONS
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((H97000014232 7)))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: LAW OFFICES OF IRMA V. HERNANDEZ
CONTACT: JEANETTE CORDOVA
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NAME: CHARBONY OIL, INC.

AUDIT NUMBER.....H97000014232

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

CERT. OF STATUS...0

PAGES..... 5

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9/10 8/29/97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 29, 1997

LAW OFFICES OF IRMA V. HERNANDEZ

SUBJECT: CHARBONY OIL INC.
REF: H97000014232

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

If you have any further questions concerning your document, please call (850) 487-6924.

Sharon Tala
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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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97 AUG 29 PM 2:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF INCORPORATION

OF

CHARBONY OIL INC.

WE, the undersigned, in order to form a corporation under and pursuant to the provisions of the laws of the State of Florida for the purposes hereinafter set forth, hereby subscribe to this Certificate of Incorporation.

ARTICLE I.

The name of the proposed corporation shall be:

CHARBONY OIL INC.

ARTICLE II.

The general nature of the corporation's business and businesses to be transacted by this corporation shall be as follows:

- A. To do any and all business necessary under and according to the laws of the State of Florida;
- B. To purchase for investment or resale and to traffic in land and houses and other property of any nature and any interest therein; to create, sell and deal in freehold and leasehold ground rents and to make advances upon security of land or houses or other property, or any interest therein, and generally to traffic in and by way of sale, lease, exchange, or otherwise with the land and houses and any other property whether real or personal;
- C. Other negotiable or transferable instruments including bonds, debentures, or other obligations of this corporation, whether secured by mortgage, pledge or otherwise, or unsecured for money borrowed or in payment for property purchased or acquired, or for any other lawful objects.

This Document Prepared by:
Irma V. Hernandez, Atty.
215 West 49th Street
Hialeah, FL 33012
305/ 557-4304
Fla. Bar No. 147294

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- D. To guarantee, purchase, hold, sell assign, transfer, mortgage, pledge, or otherwise dispose of the shares of capital stock, or any bonds, securities or other evidence of indebtedness, created by any corporation or corporations of this state, or any other state or government and while owner of such stock to exercise all rights, powers and privileges of ownership, including the right to vote thereon.
- E. To purchase, hold, sell, and transfer shares of its own capital stock; subject, however, to such limitations as may be provided by law, and provided further that shares of its own capital stock owned by the corporation shall not be voted on directly or indirectly nor counted as outstanding for the purpose of any stockholder's quorum or vote.

Without in any particular limiting any and all objects and powers of this corporation, it is expressly declared and provided that this corporation shall have the power in carrying on its business, or for the purpose of accomplishment of any of the purposes or attainment of any of the objects hereinabove mentioned, to make and perform contracts of any kind and description, and to do any and all other acts and things, and to exercise any and all powers, either as principal, agent or broker, conferred by the laws of the State of Florida upon corporations, and which a co-partnership or natural person could do and exercise, and which now or thereafter may be authorized by law.

ARTICLE III.

The number of shares of stock that this corporation is authorized to have outstanding at any time is One Hundred with a par value of \$5.00 each.

ARTICLE IV.

The amount of capital with which this corporation shall begin business shall be Five Hundred Dollars (\$500.00).

ARTICLE V.

The existence of this corporation shall be perpetual.

ARTICLE VI.

The principal office of the corporation shall be located at the County of Dade, City of Miami, State of Florida, with an address of:

6804 Brookline Drive, Hialeah, FL 33015

-2-

H97000014232

H97000014232

ARTICLE X.

The officers of the corporation until the first meeting of the Board of Directors shall be:

Jorge A. Charbonier PRESIDENT 6804 Brookline, Hialeah, FL 33015

Jorge C. Charbonier VICE PRESIDENT 1761 SW 136 WAY, MIRAMAR, FL 33027

IN WITNESS WHEREOF, the parties have hereunto made, subscribed and acknowledged this Certificate of Incorporation.

 (SEAL)
Jorge A. Charbonier

 (SEAL)
Jorge C. Charbonier

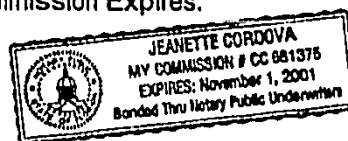
STATE OF FLORIDA)

COUNTY OF DADE) I CERTIFY THAT on this day personally appeared **Jorge A. Charbonier** who produced DRIVER LICENSE as identification and **Jorge C. Charbonier** who, after being duly sworn, executed the foregoing Certificate of Incorporation and they acknowledge the said Certificate of Incorporation as the act and deed of the signers and that the facts therein set forth are true and correct.

WITNESS my hand and official seal at Hialeah, Dade County, Florida this 28th day of August, 1997.


NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

My Commission Expires:



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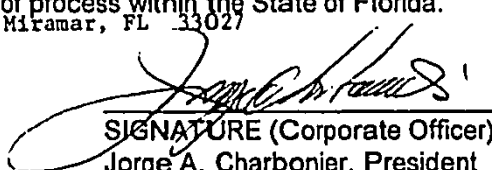
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH Section 48.091, Florida Statute, the following is submitted:

CHARBONY OIL INC.

desiring to organize or qualify under the laws of the State of Florida with its principal place of business at the City of Hialeah, County of Dade, State of Florida, located at 6804 Brookline Dr, Hialeah, FL 33015, names: Jorge C. Charbonier as its resident agent to accept service of process within the State of Florida. whose address is 1761 SW 136 Way, Miramar, FL 33027


SIGNATURE (Corporate Officer)

Jorge A. Charbonier, President

August 28, 1997

1761 SW 136 Way, Miramar, FL 33027

**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 (Resident Agent)

Jorge C. Charbonier

August 28, 1997

1761 SW 136 Way, Miramar, FL 33027

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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