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Division of Corporations  
P.O. Box 6327  
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-09/15/97--01085--015  
\*\*\*\*122.50 \*\*\*\*122.50

Re: ROGERCO PETROLEUM INC.

Enclosed are the original articles together with a copy for the above-named Florida corporation. Also enclosed is a check in the amount of \$122.50 for filing and certified copy.

Thank you for your assistance in this matter.

Sincerely,

  
JORGE GAVIRIA

FILED  
97 SEP 15 PM 3:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AL SEP 17 1997

FILED

ARTICLES OF INCORPORATION

OF

97 SEP 15 PM 3:48

ROGERCO PETROLEUM, INC. SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In compliance with the requirements of the Florida Statute Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation is ROGERCO PETROLEUM, INC.

ARTICLE II

The mailing address of the corporation is:  
6776 SW 117 AVE. MIAMI, FLORIDA 33183.

ARTICLE III

The maximum number of shares this corporation is authorized to issue is ONE HUNDRED (100), all of which shall be common shares. All common shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share upon all matters on which shareholders have the right to vote.

ARTICLE IV

The purpose of this corporation shall be to engage in business and matters related to Real Estate and any other general purpose authorized by Florida Statutes Chapter 607.

ARTICLE V

The initial street address of the corporation's principal office is: 6776 SW 117TH AVE, MIMAI FLORIDA 33183.

The Registered Agent for the corporation is:

JORGE GAVIRIA  
9769 S. Dixie Hwy.  
Suite 201  
Miami, Florida 33156

#### ARTICLE VI

The initial Board of Directors shall consist of three (3) members. The names and addresses who will serve on the initial Board of Directors are:

CONRADO FERNANDEZ  
14840 SW 149 ST.  
MIAMI, FLORIDA 33196

OLGA PAZ, AS TRUSTEE  
C/O JORGE GAVIRIA  
9769 S. DIXIOW HWY.  
SUITE 201  
MIAMI, FLORIDA 33156

ROGELIO OJEDA  
10995 SW 32 ST.  
MIAMI, FLORIDA 33165

#### ARTICLE VII

The names and addresses of the persons signing these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
Jorge Gaviria	9769 S. Dixie Hwy. Suite 201 Miami, Florida 33156

#### ARTICLE VIII

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

#### ARTICLE IX

##### PREEMPTIVE RIGHT

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may, from time to time, be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares equals at the time of issue bears the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation,

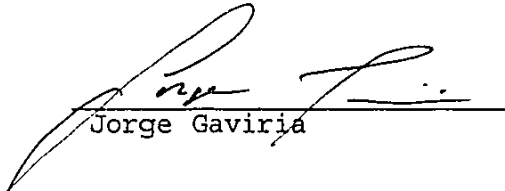
stating the prices, terms and conditions of the issue of the shares, and inviting him to exercise his preemptive rights. The right may also be waived by affirmative written waive submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE X

MEETING BY CONFERENCE TELEPHONE

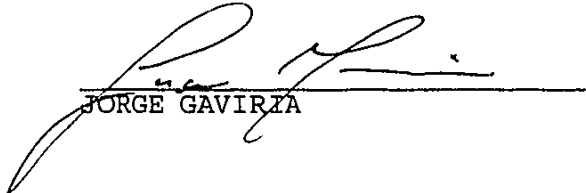
Members of the Board of Directors may participate in special, regular, or annual meetings of the Board of Directors by means of conference telephone or similar communications equipment as provided by Florida Statute 607.0820(4).

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this September 11, 1997

  
Jorge Gaviria

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for ROGERCO PETROLEUM, INC. as designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to Florida Statute 607.0501(3).

  
JORGE GAVIRIA

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