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Law Offices of Jorge Gaviria, P.A.

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9769 S. Dixie Highway
Suite 201
Miami, FL 33156

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

Re: Petromania, Inc.

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

Thank you for your assistance in this matter.

Sincerely,

JORGE GAVIRIA

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DIVISION OF CORPORATIONS
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10/3/97

ARTICLES OF INCORPORATION

OF

PETROMANIA, INC.

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DIVISION OF CORPORATIONS
97 OCT -2 PM 12:34

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 **PETROMANIA, INC.**

ARTICLE II

The mailing address of the corporation is:
3850 BIRD RD., MIAMI, FLORIDA 33146.

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 gasoline retail business and related products and any other general purpose authorized by Florida Statutes Chapter 607.

ARTICLE V

The initial street address of the corporation's principal office is: 3850 BIRD RD., 2ND FLOOR, MIAMI, FLORIDA 33146.

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:

MANUEL MATO
3850 BIRD RD.
2ND FLOOR
MIAMI, FLORIDA 33146

DANNY LOPEZ
3850 BIRD RD.
2ND FLOOR
MIAMI, FLORIDA 33146

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

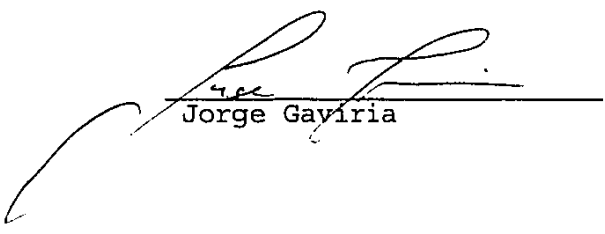
right may also be waived by affirmative written waive submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

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).

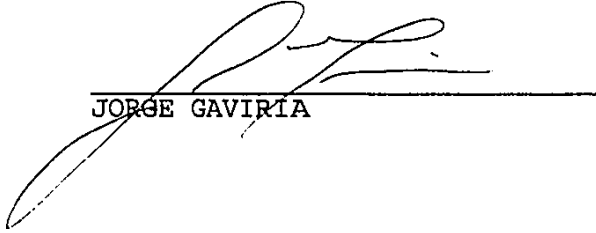
IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this September 19, 1997.


Jorge Gaviria

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ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for **PETROMANIA, 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