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FROM: EMPIRE CORPORATE KIT COMPANY ACCT#: 072450003255
CONTACT: RAY STORMONT
PHONE: (305) 541-3694 FAX #: (305) 541-3770

NAME: LUBRICOIL PS23 INTERNATIONAL, INCORPORATES
AUDIT NUMBER.....H97000016644
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OCT 8 1997

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**ARTICLES OF INCORPORATION
OF
LUBRICOIL PS23 INTERNATIONAL, INCORPORATED**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the Corporation is Lubricoil PS23 International, Incorporated.

ARTICLE II - DURATION

The date when the Corporation's existence shall begin shall be the date of subscription and acknowledgment stated herein if this Certificate of Incorporation or Articles of Incorporation are filed within five (5) days, exclusive of legal holidays, after subscription and acknowledgement hereof, and are subsequently approved by the Secretary of State, and all filing fees and taxes paid; otherwise, it shall be the date when the Articles of Incorporation are filed in the Office of the Secretary of State and approved. The Corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of engaging in any activity or business permitted under the laws of the United States of America and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue One Thousand (1000) shares of \$1.00 Par Value Common stock.

ARTICLE V - PREEMPTIVE RIGHTS

After the initial issue of common stock of this Corporation, every Shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share of stock of this Corporation (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

David W. Leskar, Esq.
Shepard, Leskar & Levine, P.A.
409 S.E. 7th Street
Fort Lauderdale, Florida 33301
(305) 467-8880
Florida Bar No. 343064

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ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 10945 S.W. 16th Street, Suite 105, Pembroke Pines, Florida 33025, and the name of the Initial Registered Agent of this Corporation is Mark Milwick.

ARTICLE VII - FIRST BOARD OF DIRECTORS

This Corporation's first Board of Directors shall consist of Three (3) Directors. The number of Directors may be either increased or decreased from time to time by the By-Laws, but shall never be less than One (1). The name and address of the Initial Board of Directors of this Corporation is:

Mark Milwick
10945 S.W. 16th Street
Suite 105
Pembroke Pines, Florida 33025

Peter du Toit
10945 S.W. 16th Street
Suite 105
Pembroke Pines, Florida 33025

Dennis Fisher
10945 S.W. 16th Street
Suite 105
Pembroke Pines, Florida 33025

ARTICLE VIII - CORPORATE ADDRESS

The initial address of the corporation shall be 10945 S.W. 16th Street, Suite 105, Pembroke Pines, Florida 33025.

ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Mark Milwick
10945 S.W. 16th Street
Suite 105
Pembroke Pines, Florida 33025

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IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 3rd day of October, 1997.

Mark Milwick

Mark Milwick

Incorporator

STATE OF FLORIDA :

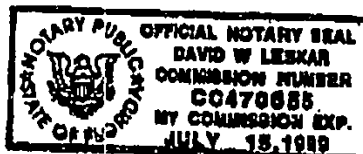
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COUNTY OF BROWARD :



BEFORE ME, a Notary Public, authorized to take acknowledgements in the State and County set forth above, personally appeared Mark Milwick, known to me to be the person who executed the foregoing Articles of Incorporation, and who is personally known to me or who has produced (PERSONALLY KNOWN) as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and County aforesaid, this 3RD day of OCTOBER, 1997.



David W. Leskar
Notary Public

State of Florida

My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Lubriroll PS23 International, Incorporated, as designated in the Articles of Incorporation, Mark Milwick, agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 relative to keeping open such office.

Date: 10-3-97

Mark Milwick

Mark Milwick,

Registered Agent

STATE OF FLORIDA:

ss:

COUNTY OF BROWARD:

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State of Florida and County set forth above, personally appeared Mark Milwick, known to me to be the

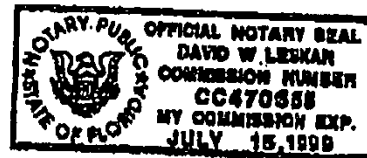
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person who accepted this designation as Registered Agent of the aforesaid corporation, and
who is personally known to me or has produced (PERSONALLY KNOWN)
as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and
County aforesaid, this 3RD day of OCTOBER, 1997.



Notary Public State of Florida
My Commission Expires:



FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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