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OCTOBER 20, 1997

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECRETARY OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FL. 32314

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-10/27/97--01094--016
***70.00 ***70.00

RE: STRAWBERRY PETROLEUM, INC.

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with a check in the amount of \$ 70.00. This check represents the cost of the filing fees.

Very truly yours,

Laura Bane

Laura A. Bane

MAILING ADDRESS OF CORPORATION:

STRAWBERRY PETROLEUM, INC.
27907 MILLER ROAD
DADE CITY, FLORIDA 33525

P. Hall

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ARTICLES OF INCORPORATION

of

STRAWBERRY PETROLEUM, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is: **STRAWBERRY PETROLEUM, INC.**

ARTICLE II - PRINCIPAL OFFICE

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

**27907 MILLER ROAD
DADE CITY, FLORIDA 33525**

ARTICLE III - DURATION

The corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE IV - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE V - CAPITAL STOCK

The corporation is authorized to issue one thousand shares (1,000) of one Dollar(s) (\$1.00) par value Common Stock, which shall be designated as "Common Shares."

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the Initial Registered Agent of this Corporation is:

LAURA A. BANE
27907 MILLER ROAD
DADE CITY, FLORIDA 33525

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director(s) initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

LAURA A. BANE
27907 MILLER ROAD
DADE CITY, FLORIDA 33525

ARTICLE VIII - INCORPORATORS

The names and addresses of the person(s) signing these Articles of Incorporation are as follows:

**LAURA A. BANE
27907 MILLER ROAD
DADE CITY, FLORIDA 33525**

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this _____ day of October 1997.

Laura Bane (Seal)

(Seal)

(Seal)

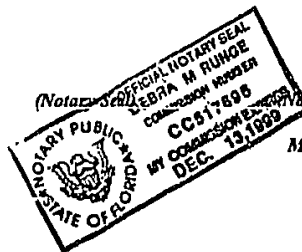
STATE OF FLORIDA)

SS

COUNTY OF HILLSBOROUGH)

before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared LAURA A. BANE, known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 17th day of October 1997.



My Commission expires:

**CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT**

**CERTIFICATE OF REGISTERED AGENT
OF
STRAWBERRY PETROLEUM, INC.**


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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Florida Statutes Section 48.091 and 607.034, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered agent as indicated in the Articles of Incorporation at 27907 MILLER ROAD, DADE CITY, FLORIDA 33525 has named LAURA A. BANE, located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.



(registered agent)