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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS  
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FAX #:

FROM: THOMAS M. CLARK, P.A.  
072100000445

ACCT#:

CONTACT: PAM CLARK  
PHONE: (954) 776-3800  
(954) 776-3825

FAX #:

NAME: PETR (USA) INC.

AUDIT NUMBER.....H97000019199

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

CERT. OF STATUS..0

PAGES..... 4

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## ARTICLES OF INCORPORATION

OF

PETR (USA) INC.

### ARTICLE I - NAME

The name of this corporation is PETR (USA) INC.

### ARTICLE II - DURATION

This corporation shall have perpetual existence.

### ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all legal business.

### ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of One Dollar (\$1.00) par value stock.

### ARTICLE V - PRE-EMPTIVE RIGHTS

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 prorata share thereof, (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

### ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 2400 East Commercial Boulevard, Suite 820, Fort Lauderdale FL 33308, and the name and address of the

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Prepared by: Thomas M. Clark, Esq.  
Thomas M. Clark, P.A.  
2400 E. Commercial Blvd. #820  
Ft. Lauderdale, Florida 33308  
(954) 776-3800  
Florida Bar No. 141497

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initial registered agent of this corporation is Thomas M. Clark, at 2400 East Commercial Boulevard, Suite 820, Fort Lauderdale, FL 33308.

#### **ARTICLE VII - INITIAL BOARD OF DIRECTORS**

This corporation shall have two (2) directors 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. The names and addresses of the initial Directors of this corporation are:

Keith S. Petrovsky  
235 Senneville Road  
Senneville, Quebec  
CANADA H9X 3L2

Jean-Pierre Malo  
4335 Chemin du Souvenir  
Chomedey, Quebec  
CANADA H7W 1B8

#### **ARTICLE VIII - INCORPORATOR**

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

Thomas M. Clark  
2400 East Commercial Boulevard, Suite 820  
Fort Lauderdale, FL 33308

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#### ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former Officer or Director, to the full extent permitted by law.

#### ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed this Articles of Incorporation on November 18 1997.

  
THOMAS M. CLARK

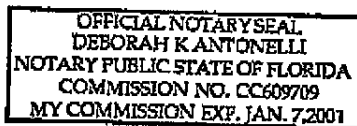
STATE OF FLORIDA  
COUNTY OF BROWARD

BEFORE ME personally appeared THOMAS M. CLARK, to me well known and known to me to be the person described in and who executed the foregoing instrument, or who produced N/A as identification, and he acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 18 day of November, 1997.

  
NOTARY PUBLIC

My commission Expires:  
(Seal)



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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 STATUTES, THE FOLLOWING IS  
SUBMITTED:

FIRST THAT PETR (USA) INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE  
LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT  
THE CITY OF FORT LAUDERDALE, STATE OF FLORIDA, HAS NAMED THOMAS M.  
CLARK, AT 2400 EAST COMMERCIAL BOULEVARD, SUITE 820, FORT LAUDERDALE,  
FLORIDA, 33308, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN  
FLORIDA.

SIGNATURE

THOMAS M. CLARK

TITLE

INCORPORATOR

DATE: NOVEMBER 18, 1997

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 ACCEPT TO COMPLY  
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND  
COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE

THOMAS M. CLARK, REGISTERED AGENT

DATE: NOVEMBER 18, 1997

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