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November 25, 1997

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

600002359386--0
-12/01/97-01140-005
*****70.00 *****70.00

RE: Incorporation of Sandy's Petroleum, Inc.

Dear Sir/Madam:

Please find the enclosed check in the amount of \$70.00 for filing of the enclosed Articles of Incorporation for the above referenced corporation.

I also enclose a self addresses stamped envelope along with a copy of the signed articles which I request a true copy to be returned to this office.

Sincerely,

Tod Andrew Weston, Esq.

TW/ljs

enc.

FILED
97 DEC -1 AM 8:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12/3/97 *tem*

FILED
97 DEC - 1 AM 8:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
SANDY'S PETROLEUM, INC.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation is SANDY'S PETROLEUM, INC. .

ARTICLE II PRINCIPAL OFFICE

The principal place of business of this corporation shall be 2901 N. Federal Highway, Pompano Beach, Florida 33064.

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares at 1.00 par value.

ARTICLE IV TIME

The period of the duration of this corporation is perpetual unless dissolved according to law.

ARTICLE V PURPOSE

The purpose for which the corporation is organized is to conduct any lawful business allowed in the State of Florida. The Articles of Incorporation along with the By-Laws of said corporation will govern.

ARTICLE VI DIRECTORS

The number constituting the initial Board of Directors of the corporation is one (1), and the name(s) and address(es) of the person(s) who are to serve initially are:

Naurine Stallone, 4374 N.W. 9th Avenue, Pompano Beach, Florida 33064.

Prepared by: Tod Andrew Weston, Esq.
6350 N. Andrews Ave. Ste. 300
Fort Lauderdale, FL 33309
(954) 938-9801
FL Bar No. 0861162

ARTICLE VII

The name and address of the incorporator is:

Naurine Stallone, 4374 N.W. 9th Avenue, Pompano Beach, Florida 33064.

ARTICLE VIII REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Naurine Stallone, 4374 N.W. 9th Avenue, Pompano Beach, Florida 33064.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 25th day of November 1997.

Signature of Incorporator

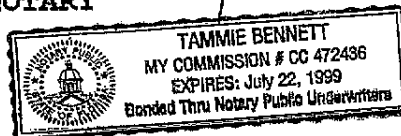
Naurine Stallone

State of Florida
County of Broward

THE FOREGOING instrument was acknowledged and sworn to before me this 25th day of November 1997.

Tammie Bennett
NOTARY

My Commission Expires:



Prepared by: Tod Andrew Weston, Esq.
6350 N. Andrews Ave. Ste. 300
Fort Lauderdale, FL 33309
(954) 938-9801
FL Bar No. 0861162

Prepared by: Tod Andrew Weston, P.A.
6350 N. Andrews Avenue
Suite 300
Fort Lauderdale, Florida 33309
Florida Bar No. 0861162
(305) 93809801

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of corporation is: SANDY'S PETROLEUM, INC. .
2. The name and address of the registered agent and office is:

Naurine Stallone, 4374 N.W. 9th Avenue, Pompano Beach, Florida 33064.

Signature

Naurine Stallone
(corporate officer)

Title: President

Date: 11-25-1997

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

Naurine Stallone

DATE:

REGISTERED AGENT FILING FEE: \$35.00

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