

**CORPORATE
ACCESS,
INC.**

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800) 969-1666 . Fax (904) 222-1666

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1.) Petroleum Partners, Inc.
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
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6.) _____
(CORPORATE NAME & DOCUMENT #)

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(CORPORATE NAME & DOCUMENT #)

9.) _____
(CORPORATE NAME & DOCUMENT #)

10.) _____
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

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****122.50 ****122.50

EFFECTIVE DATE
12-9-97

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DIVISION OF CORPORATION
TALLAHASSEE, FLORIDA
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**ARTICLES OF INCORPORATION
OF
PETROLEUM PARTNERS, INC.**

THE UNDERSIGNED, acting as sole incorporator of PETROLEUM PARTNERS, INC. under Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such corporation:

**ARTICLE I
NAME**

The name of the corporation is PETROLEUM PARTNERS, INC.

**ARTICLE II
SHARES**

The number of shares which the corporation shall have authority to issue is Ten Thousand (10,000), consisting of a single class of common stock, One Cent (\$0.01) par value per share.

**ARTICLE III
PRINCIPAL OFFICE**

The address of the Principal Office of the corporation is 110 Rand Yard Road, Sanford, Florida 32771. The location of the Principal Office shall be subject to change as may be provided in bylaws duly adopted by the Corporation.

**ARTICLE IV
MAILING ADDRESS**

The mailing address of the corporation is 110 Rand Yard Road, Sanford, Florida 32771.

**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The address of the initial Registered Office of the corporation is 315 East Robinson Street, Suite 600, Orlando, Florida 32801, and the initial Registered Agent at such address is J. Timothy Schulte.

**ARTICLE VI
INITIAL BOARD OF DIRECTORS**

The number of Directors constituting the initial Board of Directors of the corporation is two (2). The number of Directors may be increased or decreased from time to time, but in no event shall the number of Directors be less than one (1). The names and addresses of the persons who are to

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TALLAHASSEE, FLORIDA

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12-9-97

serve as initial Directors until the first annual meeting of the shareholders of the corporation or until successor Directors are elected and shall qualify are as follows:

Charles A. Letchworth	110 Rand Yard Road Sanford, Florida 32771
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William T. Harvey	110 Rand Yard Road Sanford, Florida 32771
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ARTICLE VII
COMMENCEMENT OF CORPORATE EXISTENCE

In accordance with Section 607.0203(1), Fla. Stat., the corporation's corporate existence shall be deemed to have commenced at 12:01 a.m. on December 9, 1997, or, if later, such time and date as is five business days prior to the date on which these Articles of Incorporation are filed by the Department of State.

ARTICLE VIII
INCORPORATOR

The name and address of the sole incorporator of the corporation is J. Timothy Schulte, 315 East Robinson Street, Suite 600, Orlando, Florida 32801.

IN WITNESS WHEREOF, these Articles have been signed by the undersigned incorporator this _____ day of December, 1997.

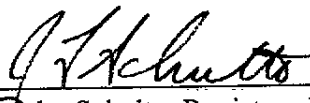


J. Timothy Schulte, Incorporator

**ACCEPTANCE OF APPOINTMENT
BY INITIAL REGISTERED AGENT**

THE UNDERSIGNED, an individual resident of the State of Florida, having been named in Article V of the foregoing Articles of Incorporation as initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that he is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to him as Registered Agent of the corporation.

DATED, this ____ day of December, 1997.



J. Timothy Schulte, Registered Agent

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