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FLORIDA DIVISION OF CORPORATIONS  
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0: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

ROM: FAS-T CORP. AGENTS, INC.  
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AME: FENIX OIL CORPORATION

AUDIT NUMBER.....H98000000255

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

CERT. OF STATUS..1

PAGES..... 3

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**

**FENIX OIL CORPORATION**

THE UNDERSIGNED INCORPORATOR(S), FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE FLORIDA GENERAL CORPORATION ACT, HEREBY ADOPT(S) THE FOLLOWING ARTICLES OF INCORPORATION.

**ARTICLE I NAME**

THE NAME OF THE CORPORATION SHALL BE: FENIX OIL CORPORATION

THE PRINCIPAL PLACE OF BUSINESS OF THIS CORPORATION SHALL BE:  
1477 OCEAN BREEZE, MARATHON, FLORIDA, (##)%)

**ARTICLE II NATURE OF BUSINESS**

THIS CORPORATION MAY ENGAGE IN OR TRANSACT ANY OR ALL LAWFUL ACTIVITIES OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES, THE STATE OF FLORIDA, OR ANY OTHER STATE, COUNTRY, TERRITORY OR NATION.

**ARTICLE III CAPITAL STOCK**

THE AGGREGATE NUMBER OF SHARES OF STOCK AND ITS VALUE THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY ONE TIME IS:

100 Shares at \$1.00 each

**ARTICLE IV TERM OF EXISTENCE**

THIS CORPORATION IS TO EXIST PERPETUALLY.

**ARTICLE V OFFICERS DIRECTORS**

THE NAME(S) AND STREET ADDRESS(ES) OF THE INITIAL OFFICER(S) AND DIRECTOR(S), IF ANY, WHO SHALL HOLD OFFICE THE FIRST YEAR OF THE CORPORATION'S EXISTENCE OR UNTIL THEIR SUCCESSOR(S) IS (ARE) ELECTED, IS (ARE):

Prepared by:  
Ricardo Morejon  
3447 S.W. 91th. Ave.  
Miami, Fla. 33165  
(305) 887-8075

Ricardo Morejon  
3447 S.W. 91th. Ave.  
Miami, Fla. 33165

Alberto Cruz  
1477 Ocen Breeze, Marathon  
Florida, 33050

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**ARTICLE VI INCORPORATOR(S)**

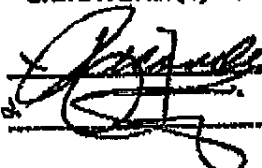
THE NAME(S) AND STREET ADDRESS(ES) OF THE INCORPORATOR(S) TO THIS  
ARTICLES OF INCORPORATION IS (ARE):

Ricardo Morejon  
3447 S.W. 91th. Ave.  
Miami, Fla. 33165

Alberto Cruz  
1477 Ocen Breeze  
Marathon, Florida, 33050

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR(S) HAS (HAVE)  
EXECUTED THESE ARTICLES OF INCORPORATION THIS 6th  
DAY OF January, 1998

SIGNATURE (S) OF INCORPORATOR (S)

  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

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

PURSUANT TO THE PROVISIONS OF SECTION 807.325, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE 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 THE CORPORATION:

FENIX OIL CORPORATION

2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS:

RICARDO MOREJON 3447 S.W. 91th Ave.  
(P.O. BOX NOT ACCEPTABLE)

Miami, Florida, 33165  
(CITY/STATE/ZIP)

SIGNATURE + Ricardo

TITLE PRESIDENT

DATE January 6th, 1998.

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 AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 807.325, FLORIDA STATUTES.

SIGNATURE + Ricardo

DATE January 6th, 1998

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