

P98000022749
CHARLES D. MINER, P.A.
Attorney at Law

105 East Robinson Street
Suite 501
Orlando, Florida 32801

Charles D. Miner
Board Certified in Taxation
Phone: (407) 246-1666
Fax: (407) 839-0577

March 5, 1998

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

EFFECTIVE DATE
3-5-98

FILED STATE
DIVISION OF CORPORATIONS
98 MAR -9 AM 9:38

Re: AllChem Industries Petroleum Group, Inc.
Effective Date: March 5, 1998

Dear Sir or Madam:

Enclosed are the original and a photocopy of the Articles of Incorporation for AllChem Industries Petroleum Group, Inc. Also enclosed is a certificate designating the place of business of domicile for service of process within this State and naming an agent upon whom process may be served. Please indicate your approval of the Articles of Incorporation and return them to me.

My firm's check in the total amount of \$70.00 is enclosed to cover the \$35.00 filing fee for the Articles of Incorporation and the \$35.00 fee for designation of registered agent.

Very truly yours,



Charles D. Miner

CDM/tb
Enclosures
cc: Mr. Josh Feldstein (w/ encl.)

200002454892--5
-03/12/98--01009--014
*****70.00 *****70.00

D. BROWN MAR 11 1998

EFFECTIVE DATE
3-5-98

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR -9 AM 9:38

ARTICLES OF INCORPORATION
OF
ALLCHEM INDUSTRIES PETROLEUM GROUP, INC.

ARTICLE I - NAME

The name of this corporation is **ALLCHEM INDUSTRIES PETROLEUM GROUP, INC.**

ARTICLE II - DURATION

This corporation shall exist perpetually, commencing on the date of execution of these Articles.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue Five Hundred (500) shares of common stock with a par value of One Dollar (\$1.00) per share.

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT,
AND CORPORATE ADDRESS**

The street address of the initial registered agent of this corporation shall be:

105 East Robinson Street
Suite 501
Orlando, Florida 32801

The name of the initial registered agent of this corporation at that address shall be:

CHARLES D. MINER

The street address and the mailing address of the corporate offices shall be:

6010 N.W. 1st Place
Gainesville, Florida 32607

ARTICLE VI - INITIAL BOARD OF DIRECTORS AND OFFICERS

A. This corporation shall have two (2) directors initially. This number of directors may either be increased or diminished from time to time by the By-Laws but shall never be less than one (1).

B. The names and addresses of the initial officers and directors of this corporation are as follows:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Josh Feldstein	6010 N.W. 1st Place Gainesville, Florida 32607	President/ Treasurer/ Director
James Calais	6010 N.W. 1st Place Gainesville, Florida 32607	Vice-Pres./ Secretary/ Director

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles are:

<u>Name</u>	<u>Address</u>
Charles D. Miner	105 E. Robinson Street, Suite 501 Orlando, Florida 32801

ARTICLE VIII - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX - 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 subscriber has executed these Articles of Incorporation this 5th day of March, 1998.

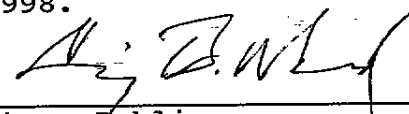

CHARLES D. MINER

STATE OF FLORIDA)

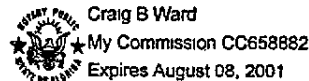
COUNTY OF ORANGE)

BEFORE ME the undersigned authority, personally appeared CHARLES D. MINER, known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and he acknowledged that he subscribed the said instrument for the uses and purposes set forth therein. The subscriber is personally known to me. He ~~(did)~~ (did not) take an oath prior to executing this instrument.

WITNESS my hand and official seal in the County and State last aforesaid this 5th day of March, 1998.



Notary Public
My commission Expires:



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR -9 AM 9:38

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, 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 is: **ALLCHEM INDUSTRIES PETROLEUM GROUP, INC.**
2. The name and address of the registered agent and office is:

Charles D. Miner
105 E. Robinson Street
Suite 501
Orlando, Florida 32801

Date: March 5, 1998


CHARLES D. MINER, Subscriber

ACCEPTANCE

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.

Date: March 5, 1998


CHARLES D. MINER