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LAW OFFICES OF
LANCE JOSEPH ESQ.
THE PANTHER BUILDING
6950 NORTH KENDALL DRIVE
SUITE 200
MIAMI, FLORIDA 33156
305/667-0700

LANCE JOSEPH ESQ.

FAX TO: 305/667-7911

March 12th 1998

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

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****245.00 ****122.50

att: Division of Corporations, new fili...

To whom it may concern:

Please find enclosed the original and one copy of the articles of incorporation for CARPE DIEM PETROLEUM, Inc. and THE DUKE ORGANIZATION, Inc, along with a check in the amount of \$245.00 for your filing fees. Please send the return copies to the address listed above. Thank you. If you have any questions, please contact the undersigned at the numbers and address listed above.

Sincerely,

Lance Joseph
LJ:vsj

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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3/11/98

ARTICLES OF INCORPORATION
FOR
THE DUKE ORGANIZATION, Inc.

ARTICLE I - NAME

The name of this corporation is The Duke Organization, Inc.

ARTICLE II- DURATION

This corporation shall have perpetual existence commencing on the date of filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of operating a law office where legal services are provided.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock which shall be designated "Common Shares"

ARTICLE V- PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase their pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price which it is offered to others.

ARTICLE VI - STREET ADDRESS OF CORPORATION

The initial address of this corporation is:
650 West Ave, suite 1708, Miami Beach, FL. 33139

ARTICLE VII-INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director(s) constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the By-Laws. The name and address of the initial Board of Directors of this corporation:

Tom Duke, 650 West Ave, #1708, Miami Beach, FL. 33139

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ARTICLE VIII - INCORPORATOR

The name and address(es) of the person(s) signing these Articles is:

Tom Duke, 650 West Ave, #1708, Miami Beach, FL. 33139

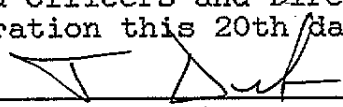
ARTICLE IX - INDEMNIFICATION

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

ARTICLE X - AMENDMENTS

This corporation reserves the right to amend or repeal any provision 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 Officers and Directors have executed these Articles of Incorporation this 20th day of February, 1998.



Tom Duke, President

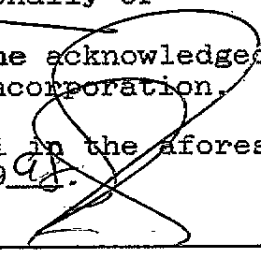
STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, the undersigned Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Tom Duke, known to me personally or identified by _____

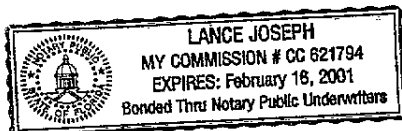
_____ and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the aforesaid state and county this 12 day of March 1998.

My Commission expires:



Notary Public



Registered Agent Certificate, The Duke Organization, Inc.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE NAMING AGENT UPON WHOM
SERVICE MAY BE SERVED.**

In compliance with the laws of the State of Florida, the following is submitted:

The Duke Organization, Inc. under the laws of the state of Florida, has named

Lance Joseph P.A., 6950 N. Kendall Drive, Miami, FL. 33156

as its statutory Registered Agent.

Having been named the statutory Registered Agent of the above named corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

Lance Joseph P.A.

by: Lance Joseph, Pres.

DATED this 20th day of February 1998.

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TALLAHASSEE, FLORIDA