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5/20/98 FLORIDA DIVISION OF CORPORATIONS PUBLIC ACCESS SYSTEM ELECTRONIC PROCESSING MENU 11:42 AM

5/20/98 FLORIDA DIVISION OF CORPORATIONS PUBLIC ACCESS SYSTEM ELECTRONIC FILING COVER SHEET 11:45 AM

((H98000009486 S))

TO: DIVISION OF CORPORATIONS FAX #: (850)922-4001
FROM: FAS-T CORP. AGENTS, INC. ACCT#: 071001002335
CONTACT: LIDIA FERNANDEZ PHONE: (305)599-0839 FAX #: (305)716-0346

NAME: PETRO GROUP CO.
AUDIT NUMBER.....H98000009486
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0 PAGES..... 3
CERT. COPIES.....1 DEL.METHOD.. FAX
EST.CHARGE.. \$122.50

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\*\* ENTER 'M' FOR MENU. \*\*

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98 MAY 20 AM 8:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F. CHESSEY MAY 20 1998

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FILED  
98 MAY 20 AM 8:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF

PETRO GROUP CO.

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:

PETRO GROUP CO.

The principal place of business of this corporation shall be:

8260 W. Flagler St. Suite 1E, Miami, Fl. 33144

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  
1000 shares at \$.01 par value.

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):

JACOB MIGUEL  
8260 W. Flagler St. Suite 1E  
Miami, Florida 33144

PREPARED BY: MICHAEL I. SANTUCCI, ESQ.  
FL.BAR # 0105260  
5201 NW 74 Ave.  
Miami, Fl. 33166  
(800) 714-6191

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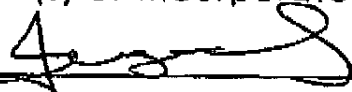
ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is(are):

JACOB MIGUEL 8260 W. Flagler St. Suite 1E, Miami, Fl. 33144

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have) executed these Articles of Incorporation this 19th day of May, 1998.

Signature(s) of Incorporator(s)

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

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, 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:

\_\_\_\_\_  
PETRO GROUP CO.

2. The name and address of the registered agent and office:

\_\_\_\_\_  
JACOB MIGUEL 8260 W. Flagler St. Suite 1E

\_\_\_\_\_  
(P.O. BOX NOT ACCEPTABLE)

\_\_\_\_\_  
Miami, Florida 33144

\_\_\_\_\_  
(CITY/STATE/ZIP)

98 MAY 20 AM 8:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

SIGNATURE \_\_\_\_\_



TITLE \_\_\_\_\_

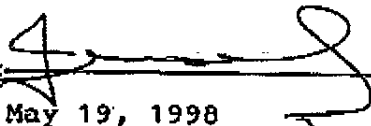
DIRECTOR

DATE \_\_\_\_\_

May 19, 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 607.325, FLORIDA STATUTES.

SIGNATURE \_\_\_\_\_



May 19, 1998

DATE \_\_\_\_\_