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BERG & WHEELER, P.A.

ATTORNEYS AT LAW

JEFFREY BUILDING

217 EAST ROBERTSON STREET

BRANDON, FLORIDA 33511

ELIZABETH S. WHEELER*
RICHARD F. WHEELER

WALTER H. BERG, JR.
OF COUNSEL

June 10, 1998

TELEPHONE
(813) 685-0050

FACSIMILE
(813) 685-0369

*BOARD CERTIFIED IN APPELLATE PRACTICE

VIA OVERNIGHT MAIL
PERSONAL AND CONFIDENTIAL

Ms. Terri Buckley
Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

100002560331--6
-06/16/98--01026--004
****122.50 ****122.50

Re: Signal Petroleum Services, Inc.

Dear Ms. Buckley:

With regard to the above-referenced corporation, enclosed are the articles of incorporation, along with an additional copy for certification. Also enclosed is this firm's check in the amount of \$122.50, in payment of the following fees:

Filing fee for the articles	\$ 35.00
Designation of and acceptance of resident agent	35.00
One certified copy of articles of incorporation	52.50
	<u>\$122.50</u>

Thank you for your assistance in this matter.

Very truly yours,

Richard F. Wheeler
Richard F. Wheeler

RFW/tlp
Enclosures
a:\signal\secretary.sta

FILED
98 JUN 16 AM 8:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9/6-18-98

ARTICLES OF INCORPORATION
OF
SIGNAL PETROLEUM SERVICES, INC.

FILED
98 JUN 16 AM 8:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of the corporation is SIGNAL PETROLEUM SERVICES, INC.

ARTICLE II. PRINCIPAL OFFICE

The principal office of the corporation is 1807 Sterling Palms Court, #304, Brandon, Florida 33511, and the corporation's mailing address is the same.

ARTICLE III. CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of common stock, having a par value of One Dollar (\$1.00) per share. There shall be only one class of stock.

ARTICLE IV. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1807 Stanley Palms Court, #304, Brandon, Florida 33511, and the name of the initial registered agent of the corporation at this address is Samuel C. Lippencott.

ARTICLE V. INITIAL DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time as provided for in the bylaws, but shall never be fewer than one. The names and addresses of the directors of this corporation are:

Samuel C. Lippencott
1807 Sterling Palms Court, #304
Brandon, Florida 33511

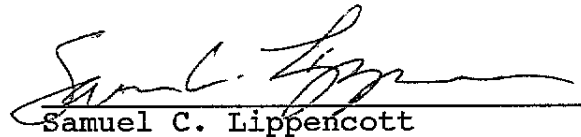
Richard Whitmire
759 Isleton Drive
Brandon, Florida 33511

ARTICLE VI. INCORPORATOR

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

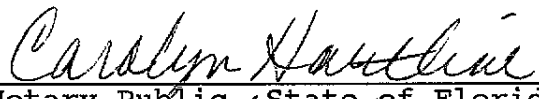
Samuel C. Lippencott
1807 Sterling Palms Court, #304
Brandon, Florida 33511

IN WITNESS WHEREOF, the undersigned Incorporator has executed these articles of incorporation on this 12 day of June, 1998.



Samuel C. Lippencott


STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

12th The foregoing instrument was acknowledged before me this day of June, 1998, by Samuel C. Lippencott, who is personally known to me or who has presented IDA as identification.


Notary Public, State of Florida
Carolyn Hartline
(Printed name of notary)
My Commission Expires: 10-18-2001

a:\signal\articles

 Carolyn Hartline
My Commission CC685146
Expires October 18, 2001

 Carolyn Hartline
My Commission CC685146
Expires October 18, 2001

ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT

THE UNDERSIGNED, Samuel C. Lippencott, hereby agrees to serve as Registered Agent for SIGNAL PETROLEUM SERVICES, INC., until further notice.



Samuel C. Lippencott

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TALLAHASSEE, FLORIDA