

OLGA L. ALEMAN-FERNANDEZ

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June 23, 1998

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32399

200002573132--2
-06/26/98-01018-016
****122.50 ****122.50

Re: Petroprojects International, Inc.

Dear Madam or Sir:

Enclosed herewith you will find original and two copies of the Articles of Incorporation of the above referenced corporation, together with my check in the amount of \$122.50 to cover the following costs:

Filing Fee	35.00
Certified Copy	52.50
Registered Agent Designation	35.00

Please return a certified copy to my office as soon as possible.

Very truly yours,

OLGA L. ALEMAN-FERNANDEZ

/of
Enclosures

FILED
98 JUN 26 AM 11:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. SMITH JUN 26 1998

ARTICLES OF INCORPORATION
OF
PETROPROJECTS INTERNATIONAL, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

PETROPROJECTS INTERNATIONAL, INC.

The address of the principal office of this corporation shall be 260 Crandon Boulevard, #32-151, Key Biscayne, Florida 33149, and the mailing address shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any and 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 maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 260 Crandon Boulevard, #32-151, Key Biscayne, Florida 33149, and the name of the initial registered agent of the corporation at that address is Raul F. Vilar.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

FILED
98 JUN 26 AM 11:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

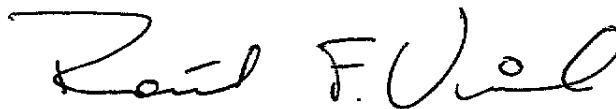
ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The name and street address of the initial member of the Board of Directors is Raul F. Vilar, 260 Crandon Boulevard, #32-151, Key Biscayne, Florida 33149.

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is Raul F. Vilar, 260 Crandon Boulevard, #32-151, Key Biscayne, Florida 33149.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set his hand and seal on this the 13th day of June, 1998.



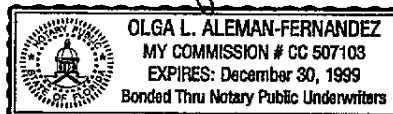
RAUL F. VILAR

STATE OF FLORIDA)
)
COUNTY OF DADE)

The foregoing Articles of Incorporation of **Petroprojects International, Inc.** were acknowledged before me on this the 13th day of June, 1998, by Raul F. Vilar as Incorporator.

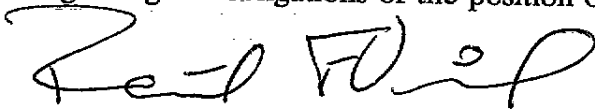

NOTARY PUBLIC, State of Florida
at Large

My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for **PETROPROJECTS INTERNATIONAL, INC.** at the place designated in the Articles of Incorporation, 260 Crandon Boulevard, #32-151, Key Biscayne, Florida 33149, Raul F. Vilar agrees to act in this capacity, and agrees to comply with the provisions of Section 607.0505, Florida Statutes regarding the obligations of the position of Registered Agent.



RAUL F. VILAR

FILED
98 JUN 26 AM 11:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA