

**CORPORATE
ACCESS,
INC.**

P98000058103

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800) 969-1666 . Fax (904) 222-1666

WALK IN

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6/30/98

(Signature)

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Pro Art.

1.) Northeast Petroleum Enterprises, Inc.
(CORPORATE NAME & DOCUMENT #)

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10.) _____
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

*inc. sig.
Ok by
2/5*

JUN 30 1998

(4)

P. Hall

FILED
98 JUN 30 AM 10:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 JUN 30 AM 9:19
DIVISION OF CORPORATION

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ARTICLES OF INCORPORATION

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98 JUN 30 AM 10: 23

FOR

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

NORTHEAST PETROLEUM ENTERPRISES, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation is

NORTHEAST PETROLEUM ENTERPRISES, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation is 7597 La Corniche Circle, Boca Raton, FL 33433.

ARTICLE III - DIRECTORS

The name and address of the initial director(s) is

Kleopas Kleopa
7597 La Corniche Circle
Boca Raton, FL 33433

ARTICLE IV - SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time are one thousand (1,000) having a par value of one dollar (\$1.00) per share.

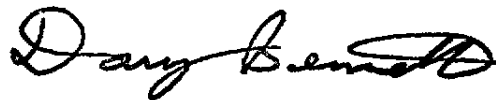
ARTICLE V - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent for this corporation is Roger M. Pomerance, P.A., 1900 N.W. Corporate Blvd., Suite 201E, East Bldg., Boca Raton, FL 33431.

ARTICLE VI - INCORPORATOR

The name and address of the incorporator for this corporation is Corporate Access, Inc., 1116-D Thomasville Road, Mount Vernon Square, Tallahassee, Florida 32303.

The undersigned incorporator has executed these Articles of Incorporation this 30th day of June, 1998.



Corporate Access, Inc.
President - Danny Bennett

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

FILED

98 JUN 30 AM 10:23

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.0501 or 617.0501, 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.

The name of the corporation is

NORTHEAST PETROLEUM ENTERPRISES, INC.

The name and address of the registered agent is

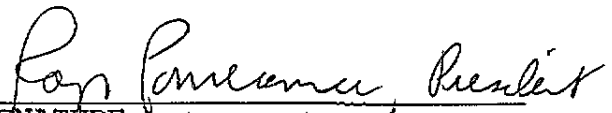
ROGER M. POMERANCE, P.A.

1900 N.W. Corporate Blvd.

Suite 201 E

Boca Raton, FL 33431

Having been named registered agent for the stated corporation, I hereby accept the appointment as registered agent and am familiar with and accept the obligations of my position.


SIGNATURE