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FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

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FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: J & G OIL, INC.

AUDIT NUMBER.....H98000012567

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....1

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**ARTICLES OF INCORPORATION**

**ARTICLE I - Name**

The name of this corporation is J & G Oil, Inc.

**ARTICLE II - Principal Office**

The mailing address of this corporation shall be: 9260 Sunset Drive  
Suite 206  
Miami, FL 33173

**ARTICLE III - Purpose**

This corporation is organized for the purpose of any and all business pursuant to the laws of the State of Florida.

**ARTICLE IV- Capital Stock**

This corporation is authorized to issue 100 shares of \$.10 par value common stock which shall be designated as "Common Shares".

**ARTICLES V - Initial Registered Agent**

The street address of the registered office of this corporation is 9260 Sunset Drive, Suite 206, Miami, Florida 33173 and the name of the registered agent of this corporation at that address is Jorge A. Sarria.

**ARTICLE VI - Board of Directors**

The Corporation shall initially have one Director to hold office until the first annual meeting of stockholders and their successors shall have been duly elected and qualified, or until their earlier resignation, removal from office or death. The number of Directors may be either increased or decreased from time to time in accordance with the By-laws of the Corporation. The name and address of the initial Director is:

Jorge A. Sarria  
9260 Sunset Drive  
Suite 206  
Miami, Florida 33173

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**ARTICLE VII - Incorporator**

The name and address of the Incorporator signing these Articles is Jorge A. Sarria  
9260 Sunset Drive  
Suite 206  
Miami, Fl 33173

**ARTICLE VIII - Pre-emptive Rights**

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

**ARTICLE IX - Indemnification**

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

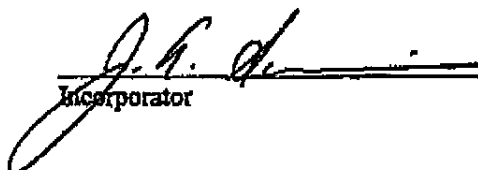
**ARTICLE X - Amendment**

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 Incorporator has executed these Articles of Incorporation on the date of the signing.

Dated: June 29, 1998

Jorge A. Sarria

  
Incorporator

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Certificate designated place of business or domicile for the service of process within Florida, naming agent upon whom process may be served.

In compliance with Section 607.0501, Florida Statutes, the following is submitted:

First that J & G Oil, Inc., desiring to organize or qualify under the laws of the State of Florida, has named Jorge A. Sarria located at 9260 Sunset Drive, Suite 206, in Miami, Florida as its agent to accept service of process within Florida.

Dated: June 29, 1998

  
Jorge A. Sarria

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. I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: June 29, 1998

  
Jorge A. Sarria

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