

P98000061742

WESTMAN AND LINTZ

ATTORNEYS AT LAW

1970 MICHIGAN AVENUE - BUILDING F

COCOA, FLORIDA 32922

ROBERT T. WESTMAN  
LESTER LINTZ

TELEPHONE 407/690-1970  
FAX 407/690-2349

July 9, 1998

SECRETARY OF STATE  
Bureau of Corporate Records  
P. O. Box 6327  
Tallahassee, FL 32301

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-07/13/98--01056--008  
\*\*\*\*122.50 \*\*\*\*122.50

Re: PETROPLUS-AMERICA, INC.

Enclosed find the following documents:

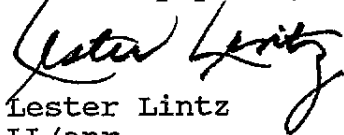
1. Original and one copy of Articles Of Incorporation.
2. Original and one copy of Registered Agent Certificate.
3. Our office account check #3734 in the amount of \$122.50.

Our check represents the following fees:

Filing fee	\$ 35.00
Certified copy of Articles	52.50
Registered Agent fee	35.00
	<u>\$122.50.</u>

Please return the certified copy of the Articles Of Incorporation.

Sincerely yours,



Lester Lintz  
LL/anr  
Enclosures

FILED  
98 JUL 13 PM 4:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

P. Hall  
JUL 13 1998  
(5)

ARTICLES OF INCORPORATION  
OF  
PETROPLUS-AMERICA, INC.

FILED  
98 JUL 13 PM 4:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Article I - Name

The name of this corporation is PETROPLUS-AMERICA, INC.

Article II - Duration

This corporation shall exist perpetually. The date of commencement of corporate existence shall be the date these Articles are filed with the Secretary Of State.

Article III - Purpose

This corporation is organized for the purpose of engaging in any business activity permitted under the laws of the United States and the State of Florida.

Article IV - Capital Stock

This corporation is authorized to issue 1,000 shares of \$5.00 par value common stock.

Article V - Initial Registered Office And Agent

The street address of the initial registered office of this corporation is 402 High Point Drive - #101, Cocoa, FL 32926.

The name of the initial Registered Agent of this corporation at that address is RAJENDRA R. SHAH.

The principal office of this corporation is 402 High Point Drive - #101, Cocoa, FL 32926.

Article VI Initial Board Of Directors

This corporation shall have two Directors initially. The number of Directors may be either increased or diminished from time

to time by the Bylaws but shall never be less than one. The name and address of the initial Directors of this corporation are:

RAJENDRA R. SHAH  
740 Nicklaus Drive  
Melbourne, FL 32940

CHANDRAKANT N. MODI  
9958 Blakeford Mill Road  
Deer Creek  
Jacksonville, FL 32256.

**Article VII - Incorporator**

The name and address of the person signing these Articles is:

RAJENDRA R. SHAH  
740 Nicklaus Drive  
Melbourne, FL 32940.

**Article VIII - Bylaws**

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board Of Directors and the Stockholders.

**Article IX - Compensation of Directors**

The Stockholders of this corporation shall have the exclusive authority to fix the compensation of Directors of this corporation.

**Article X - Indemnification**

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

**Article XI - Amendment**

This corporation reserves the right to amend or repeal any provisions contained in these Articles Of Incorporation, or any amendment hereto, and any right conferred upon the Stockholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Subscriber has executed these Articles Of Incorporation this 8<sup>th</sup> day of July, 1998.


  
\_\_\_\_\_  
RAJENDRA R. SHAH  
Subscriber

ACKNOWLEDGMENT

STATE OF FLORIDA  
COUNTY OF BREVARD

The foregoing Articles of Incorporation were acknowledged before me this 8<sup>th</sup> day of July, 1998, by RAJENDRA R. SHAH, who is personally known to me.

  
\_\_\_\_\_  
Notary Public (SEAL)

 Lester Lintz  
My Commission CC707320  
Expires February 19, 2002

**REGISTERED AGENT CERTIFICATE**

The below named corporation maintains an office at the address below, and appoints the below named person as its Registered Agent thereat to accept service of process on behalf of said corporation:

REGISTERED AGENT'S NAME:


**RAJENDRA R. SHAH**

PRINCIPAL STREET ADDRESS  
OF CORPORATION:

402 High Point Drive - #101  
Cocoa, FL 32926

**PETROPLUS-AMERICA, INC.**

By

  
**RAJENDRA R. SHAH**  
President

The undersigned, having been appointed as Registered Agent to accept service of process on behalf of said corporation at the office designated above, hereby accepts said appointment and agrees to keep said office open as required by law.

  
**RAJENDRA R. SHAH**  
Registered Agent

FILED  
98 JUL 13 PM 4:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA