

8/21/98

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FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: FATMAN CORPORATION

AUDIT NUMBER.....H98000016067

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8/20/98



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 27, 1998

EMPIRE

SUBJECT: FATMAN CORPORATION
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ARTICLES OF INCORPORATION
OF
FATMAN OIL CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I.

The name of the Corporation is:

FATMAN OIL CORPORATION

ARTICLE II.

The Corporation shall exist perpetually commencing with the filing of these Articles of Incorporation with the Department of State.

ARTICLE III.

The Corporation may engage in or transact any or all activity or business permitted under the laws of the United States and of the State of Florida. Their principle place of business shall be 7070 West Flagler Street, Miami, Florida 33144.

ARTICLE IV.

The Corporation is authorized to issue 5,000 shares of \$1.00 par value which shall be designated as common shares.

ARTICLE V.

The Corporation's initial Registered Agent and Registered Office in the State of Florida are:

Initial Registered Agent: Peter Previti, Esquire
Initial Registered Office: 5825 Sunset Drive, Suite 210
Miami, Florida 33143

ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT

Having been named Initial Registered Agent to accept service of process on the Corporation at the Initial Registered Office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of law pertaining thereto.



THIS INSTRUMENT PREPARED BY:

Peter Previti, Esquire
Florida Bar No. 239933
5825 Sunset Drive, Suite 210
Miami, Florida 33143
(305) 662-9504

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ARTICLE VI.

The number of Directors constituting the initial Board of Directors of the Corporation is one or more. The number of Directors may be either increased or decreased from time to time by amendment to the Bylaws, but shall never be less than the number of the initial Board of Directors.

The names and addresses of the initial Director(s) are:

Name: Caroline Gomez
Address: 691 Hunting Lodge Drive
Miami Springs, Florida 33166

ARTICLE VII.

The name and address of the Incorporator executing these Articles of Incorporation is:

Incorporator: Peter Previti
Address: 5825 Sunset Drive, Suite 210
Miami, Florida 33143

ARTICLE VIII.

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

ARTICLE IX.

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

ARTICLE X.

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or amendments hereto and any right conferred upon the Stockholders is subject to this reservation.

ARTICLE XI.

At each election of Directors, every Stockholder entitled to vote shall have the right to cumulate his votes by giving one candidate as many votes as the number of Directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

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ARTICLE XII.


The members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.


INCORPORATOR

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 28th day of August, 1998, by PETER PREVITI as Registered Agent of Fatman Oil Corporation, on behalf of the corporation, who is personally known to me.

My commission expires:


Notary Public, State of Florida



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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