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LAZARUS CORPORATE FILING SERVICE, INC.

(Requestor's Name)

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MIAMI, FLORIDA (305)552-5973

(City, State, Zip) (Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

300002644153--2

-09/21/98--01014--017

****122.50 ****122.50

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. BEACH PETROLEUM ENTERPRISES, INC.
 (Corporation Name) (Document #)

2. _____
 (Corporation Name) (Document #)

3. _____
 (Corporation Name) (Document #)

4. _____
 (Corporation Name) (Document #)

- Walk in Pick up time 2.0 Certified Copy
 Mail out Will wait Photocopy Certificate of Status

98 SEP 21 AM 11:00
 SECRETARY OF STATE
 TALLAHASSEE FLORIDA

FILED

98 SEP 21 AM 8:35

RECEIVED

DEPARTMENT OF STATE
 DIVISION OF CORPORATIONS
 TALLAHASSEE FLORIDA

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

ARTICLES OF INCORPORATION

The undersigned incorporator(s), 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 shall be:

Beach Petroleum Enterprises, Inc.

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TALLAHASSEE FLORIDA

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

1601 NW 119 Street
N. Miami, FL 33167

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

7500

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Tomas Pequeno
1601 NW 119 Street
N. Miami, FL 33167

ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Tomas Pequeno
1601 NW 119 Street
N. MIami, FL 33167

ARTICLE VI DIRECTOR(S)

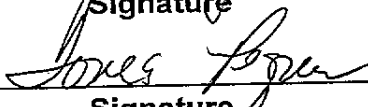
The name(s) and street address(es) of the director(s) to these Articles of Incorporation is(are):

Tomas Pequeno
1601 NW 119 Street
N. Miami, FL 33167

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this 16 day of September, 1998.



Signature



Signature

Signature

Articles of Incorporation
Filing Fee - \$35

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 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.

1. The name of the corporation is: _____
Beach Petroleum Enterprises, Inc.

2. The name and address of the registered agent and office is:

Tomas Pequeno
(NAME)

1601 NW 119 Street
(P.O. BOX NOT ACCEPTABLE)

N. Miami, FL 33167
(CITY/STATE/ZIP)

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE *Tomas Pequeno*

DATE September 16, 1998

98 SEP 21 AM 11:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

REGISTERED AGENT FILING FEE: \$35.00