

P98000094046

ATTORNEYS' TITLE

Requestor's Name

Address

City/State/Zip

Phone #

Office Use Only

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

1. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
2. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
3. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
4. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)

FILED  
98 NOV -5 PM 4:00  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

☒ Walk in

☐ Pick up time

ASAP

☒ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input 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

7000002679367-2  
-11/03/98-01075-009  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

RECEIVED  
98 NOV -3 PM 2:00  
DIVISION OF CORPORATION

W-24921  
TS

Examiner's Initials

NOV 05 1998



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

November 3, 1998

ATTORNEYS' TITLE

SUBJECT: UNITED PETROLEUM CORP.  
Ref. Number: W98000024921

We have received your document for UNITED PETROLEUM CORP. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

IN ARTICLE III PLEASE GIVE THE PRINCIPAL ADDRESS.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6927.

Tracy Smith  
Document Specialist

Letter Number: 798A00053652

**ARTICLES OF INCORPORATION**  
**OF**  
**UNITED PETROLEUM GROUP, INC.**

FILED  
98 NOV -5 PM 4: 00  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

THE UNDERSIGNED SUBSCRIBERS TO THESE ARTICLES OF INCORPORATION, EACH COMPETENT AS AN INCORPORATOR PURSUANT TO THE PROVISIONS OF SECTION 607.161, FLORIDA STATUTES, DESIRING TO ASSOCIATE FOR THE PURPOSE OF FORMING A CORPORATION PURSUANT TO CHAPTER 607, FLORIDA GENERAL CORPORATION ACT AND PURSUANT TO THE PROVISIONS OF THE STATUTES OF THE STATE OF FLORIDA PROVIDING FOR THE FORMATION, LIABILITIES, PRIVILEGES AND IMMUNITIES OF A CORPORATION FOR PROFIT, DO HEREBY CERTIFY AS FOLLOWS:

**ARTICLE 1. NAME OF CORPORATION**

The name of the corporation is and shall be:

**UNITED PETROLEUM GROUP, INC.**

**ARTICLE II. GENERAL PURPOSE OF CORPORATION**

The general purpose for which this corporation is being initially organized are as follows:

- (1) The transaction of any and all lawful business for which corporations may be organized to transact under Chapter 607, Florida General Corporation Act;

- (2) \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**ARTICLE III. PRINCIPAL PLACE OF BUSINESS**

The principal place of business of the corporation shall be at:

2450 HOLLYWOOD BOULEVARD, SUITE #401, HOLLYWOOD, FL 33020

with the privilege of having additional offices at other places within or without the State of Florida, and within or without the United States of America.

**ARTICLE IV. REGISTERED OFFICE AND REGISTERED AGENT**

The initial registered office of the corporation shall be at:

and its initial registered agent at such address shall be:

**LAWRENCE H. FEDER**

**ARTICLE V. INITIAL BOARD OF DIRECTORS**

The number of directors constituting the initial board of directors shall be 1 and the name and address of each person who is to serve as a member thereof is as follows:

<u>NAME</u>	<u>ADDRESS</u>
<u>LAWRENCE H. FEDER</u>	<u>2450 Hollywood Blvd., #401</u>
<u></u>	<u>Hollywood, Florida 33020</u>
<u></u>	<u></u>

**ARTICLE VI. CAPITAL STOCK**

The maximum number of shares of capital stock that this corporation is authorized to have outstanding at any one time shall be **1000** shares of common stock at **\$1.00** per value. There shall be only one class of shares.

**ARTICLE VII. STATED CAPITAL AND INITIAL STOCK SUBSCRIPTION**

The amount of capital with which the corporation shall commence business shall be not less than \$500.00. Each incorporator named hereinafter agrees to purchase the number of shares stated for the consideration shown:

<u>NAME OF INCORPORATOR</u>	<u>NUMBER OF SHARES</u>	<u>CONSIDERATION</u>
<u>LAWRENCE H. FEDER</u>	<u>1000</u>	<u>1.00</u>
<u></u>	<u></u>	<u></u>

**ARTICLE VIII. INCORPORATORS**

The names and address of each incorporator is as follows:

<u>NAME OF INCORPORATOR</u>	<u>ADDRESS</u>
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**ARTICLE IX. PREEMPTIVE RIGHTS OF STOCKHOLDERS**

Every stockholder upon the sale for cash of any new stock shall have the right to purchase his prorata share thereof at the price at which it is offered to others.

**ARTICLE X. NUMBER OF DIRECTORS**

The board of directors of the corporation shall consist of the number of directors serving on the initial board of directors. The number of directors of the corporation may be changed from the number of directors serving on the initial board of directors at any time by affirmative vote of a majority of the stockholders.

**ARTICLE XI. EXERCISE OF CORPORATE POWERS**

All corporate powers shall be exercised by or under authority of, and the business and affairs of the corporation shall be managed under the direction of the board of directors.

**ARTICLE XII. QUALIFICATIONS AND COMPENSATION OF DIRECTORS**

Directors need not be residents of the State of Florida or shareholders, but shall be citizens of the United States of America. The compensation of the members of the board of directors shall be fixed by the shareholders.

**ARTICLE XIII. REMOVAL OF DIRECTORS**

Any or all directors may be removed in accordance with the provisions of Section 607.117, Florida Statutes.

**ARTICLE XIV. EXECUTIVE COMMITTEES**

The board of directors, by resolution adopted by a majority of the full board of directors, may designate from among its members, and executive committee and one or more committees, each of which to the extent provided in such resolution, shall have and

may exercise all of the authority of the board of directors, except such acts set forth in Section 607.127, Florida Statutes.

#### **ARTICLE XV. ACTION BY DIRECTORS WITHOUT A MEETING**

Any action which may be taken at a meeting of the directors or a committee thereof may be taken without a meeting provided that a consent in writing setting forth the action so to be taken, signed by all of the directors or all the members of the committee, as the case may be, is filed into the minutes of the proceedings of the board of directors or of the committee. Such consent shall have the same effect as a unanimous vote.

#### **ARTICLE XVI. AMENDMENT OF ARTICLES OF INCORPORATION**

These Articles of Incorporation may be amended at any time in accordance with the provisions of Section 607.181, Florida Statutes.

#### **ARTICLE XVII. GENERAL POWERS**

This corporation shall have all powers which a corporation of this nature under the laws of the State of Florida may legally exercise, including but not limited to all of those powers enumerated and set forth in Section 607.011, Florida Statutes.

#### **ARTICLE XVIII. OFFICERS**


The officers of this corporation shall consist of a president, a secretary, and a treasurer, each of whom shall be elected by the board of directors in the manner and at the time prescribed in the by-laws of this corporation. Such other officers and assistant officers and agents as may be deemed necessary may be elected or appointed by the board of directors or chosen in such other manner as may be prescribed by the by-laws. Any two or more officers may be held by the same person.

#### **ARTICLE XIX. DURATION OF CORPORATE EXISTENCE**

This corporation shall have perpetual existence unless sooner dissolved according to law; corporate existence shall commence upon the filing of these Articles of Incorporation by the Department of State.

IN WITNESS WHEREOF, I have hereunto set our hands and seals this 4th day

of November, 1998.

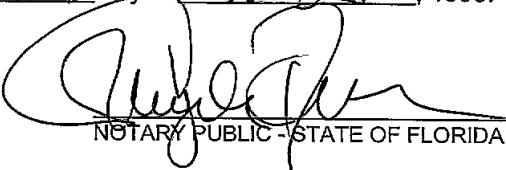
  
LAWRENCE H. FEDER

STATE OF FLORIDA     )

COUNTY OF BROWARD   )

Personally appeared before me, the undersigned authority, **LAWRENCE H. FEDER** to me well known as the person described in and who executed and subscribed to the foregoing Articles of Incorporation and who acknowledged before me that he executed and subscribed the same for the purposes therein expressed.

**IN WITNESS WHEREOF**, I have hereunto set my hand and official seal at Hollywood in said County and State, this 4th day of November, 1998.

  
NOTARY PUBLIC - STATE OF FLORIDA  
(SEAL)

My Commission Expires:

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM  
SERVICE OF PROCESS MAY BE MADE.

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In pursuance of Chapter 48.901, Florida Statutes, the following is submitted in  
compliance with said Act.

First, that **UNITED PETROLEUM GROUP, INC.** desiring to organize under the laws of the  
State of Florida, with its principal office as indicated at Article III of the within Articles of  
Incorporation, at:

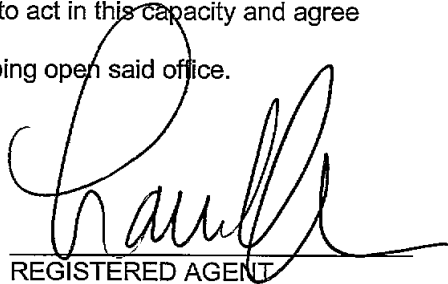
2450 Hollywood Blvd, Suite 401, Hollywood, FL 33020

has named: **LAWRENCE H. FEDER** located at: **2450 Hollywood Blvd., Suite 401,**  
**Hollywood, FL 33020**

as its agent to accept Service of Process within this State.

**ACKNOWLEDGEMENT**

Having been named to accept Service of Process for the above named Corporation, at  
the place designated in this Certificate, I hereby accept to act in this capacity and agree  
to comply with the provisions of said Act relative to keeping open said office.



REGISTERED AGENT

FILED  
98 NOV -5 PM 4:00  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA