

TRANSMITTAL LETTER

P98000095677

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

700002665197--9  
-10/16/98--01019--007  
\*\*\*\*122.50 \*\*\*\*\*78.75

SUBJECT: Second Chance Oil Company, Inc.  
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00 Filing Fee  
 \$78.75 Filing Fee & Certificate of Status

\$78.75 Filing Fee & Certified Copy  
 \$87.50 Filing Fee, Certified Copy & Certificate of Status  
**ADDITIONAL COPY REQUIRED**

FROM: \_\_\_\_\_

*Louis C. Meriw  
8741 NW 32nd  
Miami Fla,  
33147*

98 NOV 12 AM 8:12  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

~~1198 23558~~

Daytime Telephone number

~~44,621,619,~~

*DMC  
10/16/98*

NOTE: Please provide the original and one copy of the articles.



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

October 16, 1998

ALICIA E. GUARDIA  
8811 SW 132ND PLACE  
SUITE 302  
MIAMI, FL 33186

SUBJECT: SECOND CHANCE OIL COMPANY, INC.  
Ref. Number: W98000023558

We have received your document for SECOND CHANCE OIL COMPANY, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

You must list at least one incorporator with a complete business street address.

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

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) 487-6923.

Doris McDuffie  
Corporate Specialist Supervisor

Letter Number: 298A00051278

**CERTIFICATE OF INCORPORATION**

**OF**

**Second Chance Oil Company, Inc.**

I, THE UNDERSIGNED, DO HEREBY FILE THIS CERTIFICATE OF INCORPORATION FOR THE PURPOSE OF BECOMING A CORPORATION OF THE LAWS OF THE STATE OF FLORIDA, BY AND UNDER THE PROVISIONS OF THE STATUTES OF THE STATE OF FLORIDA PROVIDING FOR THE FORMATION, LIABILITY, RIGHTS, PRIVILEGES AND IMMUNITIES OF A CORPORATION FOR PROFIT.

**ARTICLE 1**

THE NAME OF THIS CORPORATION SHALL BE:

**Second Chance Oil Company, Inc.**

**ARTICLE 2**

GENERAL NATURE OF BUSINESS

THE GENERAL NATURE OF THE BUSINESS TO BE TRANSACTED BY THIS CORPORATION IS TO CARRY ON ANY BUSINESS OF ENTERPRISE, AND TO EXERCISE ANY POWER OF AUTHORITY WHICH MAY BE CARRIED ON OR EXERCISED BY A CORPORATION ORGANIZED UNDER CHAPTER 607, FLORIDA STATUTES, 1973, AND ANY AMENDMENTS MADE FROM TIME TO TIME THERETO.

THE CORPORATION MAY OWN, MORTGAGE, PLEDGE, SELL, ASSIGN, TRANSFER, OR OTHERWISE DISPOSE OF REAL AND PERSONAL PROPERTY IN CONNECTION WITH AND IN FURTHERANCE OF THE BUSINESS OF CORPORATION AND OTHERWISE DEAL IN AND WITH ALL KINDS OF REAL AND PERSONAL PROPERTY, IMPROVED OR UNIMPROVED, AND THE CORPORATION IS AUTHORIZED FOR ANY OTHER PURPOSES INTENDED FOR MUTUAL OR PECUNIARY PROFIT OR BENEFIT NOT OTHERWISE SPECIALLY PROVIDED FOR, AND NOT INCONSISTENT WITH THE CONSTITUTION AND LAWS OF THIS STATE.

**ARTICLE 3**

CAPITAL STOCK

THE TOTAL AUTHORIZED CAPITAL STOCK OF THIS CORPORATION SHALL BE 100 SHARES OF COMMON STOCK WITH A PAR VALUE OF \$ 1.00 PER SHARE.

**FILED**  
98 NOV 12 AM 8:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE 4**

**AMOUNT OF CAPITAL WITH WHICH TO BEGIN BUSINESS**

THE AMOUNT OF CAPITAL WITH WHICH THIS CORPORATION SHALL BE NOT LESS THAN \$100.00.

**ARTICLE 5**

**CORPORATE EXISTENCE**

THIS CORPORATION SHALL HAVE A PERPETUAL EXISTENCE UNLESS SOONER DISSOLVED TO LAW.

**ARTICLE 6**

**PRINCIPAL PLACE OF BUSINESS**

THE POST OFFICE ADDRESS FOR THE PRINCIPAL OFFICE OF THE CORPORATION SHALL BE 127 NW 20<sup>th</sup> Street, Miami, FL. 33127 WITH THE PRIVILEGE OF HAVING BRANCH OFFICES AT SUCH OTHER PLACES AS ITS BOARD OF DIRECTORS SHALL FROM TIME TO TIME DECIDE AND WITH THE FURTHER PRIVILEGE OF CHANGING THE PRINCIPAL OFFICE FROM TIME TO TIME.

**ARTICLE 7**

**NUMBER OF DIRECTORS**

THE NUMBER OF DIRECTORS OF THIS CORPORATION SHALL BE NOT LESS THAN ONE (1) NOR MORE THAN FIVE (5). STOCKHOLDERS MAY ELECT IN WRITING TO ACT IN THE ABSENCE OF DIRECTORS AT ANY TIME BY MAJORITY VOTE OF STOCKHOLDERS AND IN SUCH MANNER AS MAY BE PRESCRIBED IN THE BY-LAWS.

**ARTICLE 8**

**OFFICERS AND DIRECTORS**

THE NAME AND POST OFFICE OR ADDRESSES OF THE MEMBERS OF THE BOARD OF DIRECTORS, THE PRESIDENT AND SECRETARY/TREASURER, WHO SHALL SERVE AND HOLD OFFICE FOR THE FIRST YEAR OF THE EXISTENCE OF THE CORPORATION OR UNTIL THEIR SUCCESSORS ARE ELECTED OR APPOINTED AND HAVE QUALIFIED ARE:

**DIRECTORS**

Alicia E. Guardia, 8811 South West 132<sup>nd</sup> Place, Suite #302, Miami, FL. 33186

Lexys C. Marin, 8741 North West 32<sup>nd</sup> Court Miami, FL. 33147

**OFFICERS**

Alicia E. Guardia      **PRESIDENT**  
8811 South West 132<sup>nd</sup> Place, Suite #302, Miami, FL. 33186

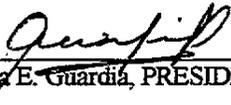
Lexys C. Marin      **VICE-PRESIDENT, TREASURER & SECRETARY**  
8741 North West 32<sup>nd</sup> Court, Miami, FL. 33147 (Home Address)  
127 NW 20th Street, Miami, FL 33127 (Business Address)

**ARTICLE 9**

THE NAMES AND POST OFFICE ADDRESS OF THE SUBSCRIBER OF THE ARTICLES OF INCORPORATION, AND THE NUMBER OF SHARES OF STOCK WHICH HE AGREES TO TAKE IS: Lexys C. Marin, 8741 North West 32<sup>nd</sup> Court, Miami, FL. 33147.

ALL OFFICERS AND WHOM ARE DIRECTORS SHALL RECEIVE AN AMOUNT EQUAL TO 100% OF ALL THE OUT STANDING STOCK.

ACKNOWLEDGMENT: HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT TO ACT IN THIS CAPACITY, AND AGREE TO COMPLY WITH THE PROVISION OF SAID ACT RELATIVE TO KEEPING OPEN SAID OFFICE.

  
Alicia E. Guardia, PRESIDENT/INCORPORATOR

IN WITNESS WHEREOF, I HAVE HEREUNTO TO SET MY HAND AND SEAL THIS  
DAY OF \_\_\_\_\_ 1998.

**ARTICLE 10**

THE AFFAIRS OF THE CORPORATION SHALL BE MANAGED BY A BOARD OF DIRECTORS OR THE STOCKHOLDERS MAY ELECT IN WRITING TO MANAGE THE CORPORATION INSTEAD OF HAVING A BOARD OF DIRECTORS. SUCH ELECTION BY THE STOCKHOLDERS SHOULD APPEAR IN THE MINUTES OF THE CORPORATION IN SUCH FORM AS MAY BE PROVIDED IN THE BY-LAWS. THE OFFICERS OF THE CORPORATIONS SHALL CONSIST OF A PRESIDENT AND SECRETARY/TREASURER AND SUCH OTHER OFFICERS AS MAY BE PROVIDED FOR IN THE CORPORATE BY-LAWS.

**ARTICLE 11**

**PARTIALLY PAID SHARES**

THE CORPORATION THROUGH ITS BOARD OF DIRECTORS OR STOCKHOLDERS, AS THE CASE MAY BE, SHALL HAVE THE RIGHT TO ISSUE THE WHOLE OR ANY PART OF THE SHARES, EXCEPT FOR THE ORIGINAL SUBSCRIBERS, AS PARTLY PAID, SUBJECT TO CALLS THEREON UNTIL THE WHOLE CONSIDERATION THEREFORE SHALL HAVE BEEN PAID. THE CORPORATION MAY DECLARE AND PAY DIVIDENDS UPON THE BASIS OF THE AMOUNT ACTUALLY PAID ON THE RESPECTIVE SHARES. IF UPON THE CERTIFICATE ISSUED TO REPRESENT SUCH STOCK, THE AMOUNT UNPAID THEREON SHALL BE SPECIFIED, THE HOLDER THEREOF SHALL NOT BE SUBJECT TO ANY LIABILITY TO THE CORPORATION EXCEPT FOR THE PAYMENT OF THE AMOUNT SHOWN BY SUCH CERTIFICATE AS UNPAID.

**ARTICLE 12**

**REGISTERED AGENT**

IN PURSUANCE OF CHAPTER 76-209, FLORIDA STATUTES, THE CORPORATION HEREBY NAMES: Lexys C. Marin, 8741 North West 32<sup>nd</sup> Court, Miami, FL, 33147 (COUNTY OF DADE ) AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE.

  
Lexy C. Marin, Registered Agent

STATE OF FLORIDA     )  
                                  )     Ss  
COUNTY OF DADE     )

I, HEREBY CERTIFY THAT ON THIS \_\_\_\_\_ DAY OF \_\_\_\_\_, 1998  
PERSONALLY APPEARED BEFORE ME, THE UNDERSIGNED AUTHORITY, TO ME KNOWN  
AND WELL KNOWN BY ME TO BE THE PERSON WHOSE NAME DESCRIBED IN AND WHO  
ACKNOWLEDGED BEFORE ME THAT HE EXECUTED THE FOREGOING CERTIFICATE OF  
INCORPORATION OF Second Chance Oil Company, Inc. AS HIS FREE ACT AND  
DEED AND FOR THE USES AND PURPOSES THEREIN SET FORTH AND EXPRESSED.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED MY  
OFFICIAL SEAL AT MIAMI DADE COUNTY THE DAY AND YEAR FIRST ABOVE  
WRITTEN.

LICENSE # \_\_\_\_\_

  
\_\_\_\_\_  
Alicia E. Guardia, PRESIDENT

  
\_\_\_\_\_  
NOTARY PUBLIC

MY COMMISSION EXPIRES:  
\_\_\_\_\_

