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LAZARUS CORPORATE FILING SERVICE, INC.

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MIAMI, FLORIDA (305)552-5973

(City, State, Zip) (Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

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-12/17/98-01057-015

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OFFICE USE ONLY

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

1. MELERO OIL COMPANY _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

98 DEC 17 PM 3:02
 SECRETARY OF STATE
 TALLAHASSEE FLORIDA

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- Walk in
 Pick up time 2:00
 Certified Copy
 Mail out
 Will wait
 Photocopy
 Certificate of Status

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
OF
MELERO OIL COMPANY

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ARTICLE I NAME

The name of this corporation is MELERO OIL COMPANY.

ARTICLE II DURATION

This corporation shall have perpetual existence commencing at the time of filing of the articles of incorporation with the department of state.

ARTICLE III PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV CAPITAL STOCKS

This corporation is authorized to issue five hundred non par value common stock.

ARTICLE V RIGHTS UPON LIQUIDATION OR DISSOLUTION

In the event of any voluntary liquidation, dissolution or winding up of this corporation shall have the right to purchase his pro rata share (as nearly as it may be done without issuance of fractional shares) at the price which is offered to others.

ARTICLE VI PREEMPTIVE RIGHTS

Each shareholders, upon sale for cash of any new stock of this corporation shall have the right to purchase his pro rata share there of (as nearly as it may be done without issuance of fractional shares) at the price which is offered to others.

ARTICLE VII REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is
3725 SOUTH OCEAN DRIVE SUITE # 1004 HOLLYWOOD, FL 33019
The name of the initial registered agent is: JENNY MELERO

ARTICLE VIII INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be increased or diminished from time to time as provided by the by-laws. The name and the addresses of the initial directors of this corporation are:

FRANK MELERO,
President/ Secretary

3725 South Ocean Dr Suite # 1004
Hollywood, FL 33019

JENNY MELERO,
Vice President/ Treasurer

3725 South Ocean Dr Suite # 1004
Hollywood, FL 33019

ARTICLE IX INCORPORATORS

The names and addresses of the persons signing these articles are:

FRANK MELERO AND 3725 South Ocean Dr # 1004
JENNY MELERO Hollywood, FL 33019

ARTICLE X BY-LAWS

The power to amend, adopt, alter and repeal by-laws shall be vested in the board of directors and the shareholders.

ARTICLE XI RESTRICTIONS ON THE TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons in the amount set opposite their names:

FRANK MELERO 300 Shares
JENNY MELERO 200 Shares

Shares held by the initial shareholders may not be resold or otherwise transferred to others unless such shares are first offered to the remaining shareholders or to this corporation, the price and term at which, and the time within, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

ARTICLE XII CUMULATIVE VOTING

At each election for directors each shareholders entitled to vote at such elections 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.

ARTICLE XIII CALLING OF SPECIAL MEETING

Special meetings of the shareholders may be called by the board of directors.

ARTICLE XIV SHAREHOLDERS QUORUM AND VOTING

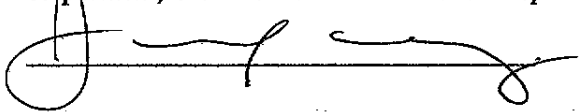
Fifty one percent of the shares plus one entitled to vote represented in person or by proxy shall constitute a quorum at the meeting of shareholders. If the quorum is present the affirmative vote of fifty one percent of the shares plus one represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XV 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 shareholders is subject to this reservation.

In witness whereof, the undersigned subscriber have executed these articles of incorporation, this 10 day of Dec, 1998.

Having been named as registered agent and to accept service of process for the above state corporation, and I am familiar with and accept the obligation.



STATE OF FLORIDA)

COUNTY OF DADE)

BEFORE ME, an officer duly authorized in the states aforesaid, to take acknowledgements, personally appeared JENNY MELERO to me know to be the person discribed in and who executed the same for the purpose therein expressed.

WITNESS my hand and seal in the county and state last aforesaid on this _____ day of _____, 19____.

Notary Public, State of Florida

My commission expires:

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TALLHASSEE FLORIDA