

P99000042439

ELAINE F. LORTSCHER
1271 SW. 85TH AVE.
PEMBROKE PINES, FL. 33025

100002865531--7
-05/06/99--01084--003
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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

SHARON

MAY 11 1999

STATE OF
FLORIDA
ARTICLES OF INCORPORATION
OF
PETROPHOENIX INC.
A BUSINESS/STOCK CORPORATION

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The name of the corporation is PETROPHOENIX INC.

The business and mailing address of the corporation is 8362 PINES BLVD. PMB #236,
PEMBROKE PINES, FL. 33024

(street address, city, county, state, zip)

The duration of the corporation is perpetual.

The corporation has been organized to transact any and all lawful business for which corporations may be incorporated in this state.

The aggregate number of shares which the corporation shall have the authority to issue is 10,000 and the par value of each shall be ONE DOLLAR (typically "no par value")

The number of directors constituting the initial board of directors of the corporation is ONE and their names and addresses are:

ELAINE F. LORTSCHER
1271 SW. 85TH AVE.

PEMBROKE PINES, FL. 33025
The location and street address of the initial registered office is 1271 SW. 85TH AVE.
PEMBROKE PINES, FL. 33025 (must be located within the state) (list county also)
and the name of its initial registered agent at such address is ELAINE F. LORTSCHER

The name and address of each incorporator:
ELAINE F. LORTSCHER

1271 SW. 85TH AVE.
PEMBROKE PINES, FL. 33025

In witness thereof, the undersigned incorporator(s) have executed these articles of incorporation this 29 day of APRIL, 1999

Witness

Elaine F. Lortscher
Incorporator

Witness

Incorporator

State of Florida

County of Broward

On 5/1/99 the above person(s) appeared before me, a notary public and are personally known or proved to me to be the person(s) whose name(s) is/are subscribed to the above instrument who acknowledged that he/she executed the instrument.

Richard W. Lewis
Notary

(Notary stamp or seal)

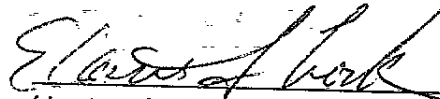
OFFICIAL NOTARY SEAL
RICHARD W LEWIS
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC468011
MY COMMISSION EXP. MAY 29, 1999

This document prepared by:
ELAINE F. LORTSCHER

Consent of Appointment by the Registered Agent

I, ELAINE F. LORTSCHER hereby give my consent to serve as the registered agent for
(name of registered agent)
PETROPHOENIX INC.
(corporate name)

Dated APRIL 29 19 99


(signature of registered agent)

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