

P99000059461

ROBERT R. HENDRY  
RICHARD D. STONER\*  
STEPHEN C. SAWICKI  
G. STEVEN BROWN\*\*\*

LAW OFFICES OF  
HENDRY, STONER, SAWICKI & BROWN  
PROFESSIONAL ASSOCIATION  
200 E. ROBINSON STREET, SUITE 500  
ORLANDO, FLORIDA 32801

TELEPHONE (407) 843-5880  
FAX (407) 425-7905  
E-MAIL: HSSB@gdi.net

120 BROADWAY AVENUE, SUITE 201  
KISSIMMEE, FLORIDA 34741  
TELEPHONE (407) 944-1900  
FAX (407) 944-1918

PLEASE REPLY TO ORLANDO OFFICE

OF COUNSEL  
DEBORAH J. TOWNSEND\*\*  
LAURA A. QUIGLEY, P.A.\*\*\*  
CARL-CHRISTIAN THIER, LL.M.\*\*\*\*

\* BOARD CERTIFIED IN REAL ESTATE  
\*\* BOARD CERTIFIED IN IMMIGRATION  
\*\*\* BOARD CERTIFIED IN TAXATION  
\*\*\*\* ADMITTED IN NEW YORK AND GERMANY ONLY

June 23, 1999

Florida Department of State  
Division of Corporations  
New Filing Section  
P. O. Box 6327  
Tallahassee, FL 32314

400002920224--5  
-07/01/99--01010--001  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

RE: Investment & Consulting Group O.I.L., Inc.

Dear Sir or Madame:

Enclosed please find the original and one copy of the Articles of Incorporation for the above-referenced corporation. Please have the original Articles filed on the same day you receive them.

Please forward the certified copy of the Articles to us by regular mail.

Please do not hesitate to contact me if you have any questions and thank you for your assistance in this regard.

Sincerely,

  
G. Steven Brown

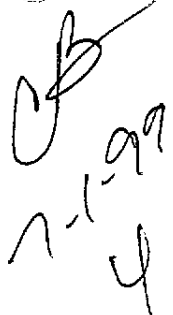
GSB/mes  
Enclosures

C:\WP60DATA\MES\penarrieta\CAPCONN.LTR

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 JUN 30 AM 10:20

FILED



ARTICLES OF INCORPORATION

OF

Investment & Consulting Group O.I.L., Inc.

FILED  
99 JUN 30 AM 10:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

Article 1. Name. The name of the Corporation is: Investment & Consulting Group O.I.L., Inc. The principal office of the Corporation is 117 River Chase Drive, Orlando, Florida 32807. The mailing address of the Corporation is 200 E. Robinson Street, Suite 500, Orlando, Florida 32801.

Article 2. Duration. The duration of the Corporation is perpetual.

Article 3. Purpose. The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Article 4. Capital Stock. The aggregate number of shares which the Corporation shall have authority to issue is Ten Thousand (10,000) shares at a par value of One Cent (\$0.01) per share.

Article 5. Initial Registered Office and Agent. The street address of the initial Registered Office of the Corporation is 200 E. Robinson Street, Suite 500, Orlando, Florida 32801 and the name of the initial Registered Agent at that address is Florida Corporate Support, Inc.

Article 6. Initial Board of Directors. The number of Directors constituting the initial Board of Directors is two (2). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The name and address of the initial Directors of the Corporation are as follows:

Henry Oscar Iriarte León  
117 River Chase Drive  
Orlando, Florida 32807

Patricia Peñarrieta  
117 River Chase Drive  
Orlando, Florida 32807

Article 7. Incorporators. The name and address of each Incorporator is as follows: G. Steven Brown, 200 East Robinson Street, Suite 500, Orlando, Florida 32801.

Article 8. Indemnification. The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

Article 9. Bylaws. The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the Shareholders.

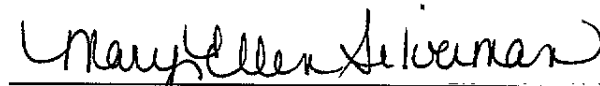
IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 23rd day of June, 1999.

  
G. Steven Brown

STATE OF FLORIDA)  
COUNTY OF ORANGE)

Before me personally appeared G. STEVEN BROWN, to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation and he acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 23rd day of June, 1999.

  
Notary Public, State of Florida at Large  
Mary Ellen Silverman  
Typed Name of Notary Public  
Commission No.:

(NOTARY SEAL)

MARY ELLEN SILVERMAN  
Notary Public, State of Florida  
My Comm. Expires Feb. 15, 2002  
Comm. No. CC 716777

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of Investment & Consulting Group O.I.L., Inc. which is contained in the foregoing Articles of Incorporation. I am familiar with and accept the obligations of Section 607.0505 F.S.

DATED this 23rd day of June, 1999.

FLORIDA CORPORATE SUPPORT, INC.

By: G. Steven Brown  
G. Steven Brown  
As Its: Assistant Secretary

C:\WP60DATA\MES\penarrieta\ART.INC

FILED  
99 JUN 30 AM 10:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA