

USA* G ROCERS

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August 21, 1999

P99000077123

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

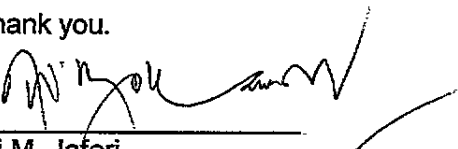
Re: HERNANDO PETRO CORP.

200002973042--9
-08/30/99--01003--008
*****78.75 *****78.75

Dear Sirs:

Enclosed herewith please find Articles of Incorporation for the above-referenced corporation. Additionally, enclosed herewith please find check (\$78.75) representing filing fees and fee for certified copy of the Articles.

Thank you.



Ali M. Jaferi

FILED
99 AUG 30 AM 11:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W-19702

ARTICLES OF INCORPORATION OF HERNANDO PETRO CORP.

THE UNDERSIGNED subscriber to these Articles of Incorporation, a natural person competent to contract, forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME:

The name of this Corporation is: HERNANDO PETRO CORP.

ARTICLE II. NATURE OF BUSINESS:

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III. CAPITAL STOCK:

The Capital Stock of this corporation shall be divided into ONE THOUSAND (1,000) shares of stock with \$1.00 par value.

ARTICLE IV. INITIAL CAPITAL:

The amount of capital with which this corporation will begin business is ONE THOUSAND (\$1,000.00) DOLLARS.

ARTICLE V. TERM OF EXISTENCE:

This corporation shall exist perpetually from the date of the filing of these Articles.

ARTICLE VI. ADDRESS:

The street address of the initial registered office of the corporation is:

1701 SW 12TH AVENUE
BOCA RATON, FLORIDA 33486

The name of the initial resident agent of this corporation at that address is:

ALI M. JAFERI

The street address of the principal place of business shall be:

1701 SW 12TH AVENUE
BOCA RATON, FLORIDA 33486

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII. DIRECTORS:

This corporation shall have one (1) Director initially. The number of directors may be increased or diminished from time to time, as provided in the By-Laws.

ARTICLE VIII. INITIAL ADDRESS:

The name and address of the members of the first Board of Directors are:

ALI M. JAFERI
1701 SW 12TH AVENUE
BOCA RATON, FLORIDA 33486

ARTICLE IX. SUBSCRIBERS:

The name and address of each Subscriber to these Articles of Incorporation is:

ALI M. JAFERI
1701 SW 12TH AVENUE
BOCA RATON, FLORIDA 33486

IN WITNESS WHEREOF, the undersigned Subscriber has executed these Articles of Incorporation this 22nd day of August, 1999.



ALI M. JAFERI

ACCEPTANCE

HAVING BEEN NAMED to accept service of process for the above-stated corporation, at a place designated in this Certificate, I hereby accept said designation as Registered Agent and agree to comply with the provisions relative to keeping said office open.



ALI M. JAFERI

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TALLAHASSEE, FLORIDA