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SUITE 2608 NEW WORLD TOWER
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DAVID S. BERGER

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****122.50 *****78.75

August 26, 1999

Secretary of State
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

Re: **Nicholas WELLINGTON**

Enclosed please find the original and one copy of the Articles of Incorporation of PETRO LOGISTICS, INC., together with a check in the amount of \$122.50. Please file the articles and return a certified copy of the same to this office.

Thank you for your kind assistance.

Very truly yours,



David S. Berger

DSB/dd
Enclosures: As indicated

FILED
99 AUG 27 AM 7:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
9-3-99

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9-3-99

FILED
99 AUG 27 AM 7:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
PETRO LOGISTICS, INC.

The undersigned, acting as incorporator of a corporation under the provisions of the Florida General Corporation Act, as set forth in Chapter 607, Florida Statutes, does hereby adopt the following Articles of Incorporation for such corporation.

ARTICLE I.

Name

The name of the corporation is PETRO LOGISTICS, INC.

ARTICLE II.

Duration

The corporation shall have perpetual existence.

ARTICLE III.

Purpose

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

ARTICLE IV.

Capital Stock

This corporation is authorized to issue 100 shares of FIVE DOLLARS (\$5.00) par value common stock.

ARTICLE V.

Initial Registered Office and Agent - Principal Office

The street address of the initial registered office of this corporation is 100 N. Biscayne Boulevard, Suite 2608, Miami, FL 33132 and the name of the initial registered agent of this corporation at that address is David S. Berger. The initial Principal office shall also be located at 100 N. Biscayne Boulevard, Suite 2608, Miami, FL 33132.

ARTICLE VI.

Directors

This corporation shall have two directors initially. The number of Directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one. The names, addresses and corporate titles of the initial Directors of this corporation are:

Nicolas Wellington
President/Treasurer

Mailing Address
c/o Bernstein & Berger, P.A.
100 North Biscayne Blvd.
Suite 2608
Miami, FL 33132

Silvio Jacome de Noronha
Vice-President/Secretary

c/o Bernstein & Berger, P.A.
100 North Biscayne Blvd.
Suite 2608
Miami, FL 33132

ARTICLE VII.

Incorporator

The name and address of the person signing these Articles is: David S. Berger, as Incorporator, 100 North Biscayne Blvd., Suite 2608, Miami, Florida 33132.

ARTICLE VIII.

Powers

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE IX.

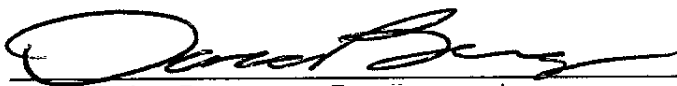
Meetings by Conference Telephone

Members of the Board of Directors may participate in Meetings of the Board of Directors by means of conference telephone as provided by law.

ARTICLE X.

Beginning of Corporate Existence

The date when corporate existence shall begin shall be September 3, 1999.

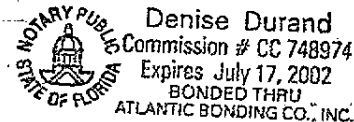

David S. Berger, Incorporator

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared **David S. Berger**, known to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 26th day of August, 1999.


NOTARY PUBLIC, STATE OF FLORIDA AT LARGE
My Commission Expires:



**CERTIFICATE DESIGNATING CHANGE OF PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

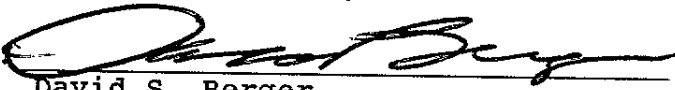
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--that, **PETRO LOGISTICS, INC.**, is qualified to do business under the laws of the State of Florida with its principal office at Miami, County of Dade, State of Florida, has appointed **DAVID S. BERGER**, 100 N. Biscayne Blvd., Suite 2608, as its agent to accept service of process within this State.

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.

By



David S. Berger
Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 AUG 27 AM 7:12

FILED