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FILED
AUG 31 AM 8:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

August 30, 1999

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

700002974817--8
-08/31/99--01056--019
*****78.75 *****78.75

Re: TRICO III PETROLEUM, INC.

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

SEP 7 1999

**ARTICLES OF INCORPORATION
OF
TRICO III PETROLEUM, INC.**

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TALLAHASSEE, FLORIDA

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: TRICO III PETROLEUM, INC.

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 S.W. 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 S.W. 12TH AVENUE
BOCA RATON, FLORIDA 33486

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:

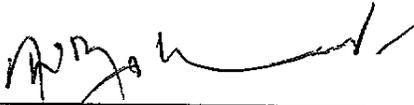
ALI M. JAFERI
1701 S.W. 12TH AVENUE
BOCA RATON, FLORIDA 33486

ARTICLE IX. SUBSCRIBERS:

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

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

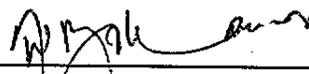
IN WITNESS WHEREOF, the undersigned Subscriber has executed these Articles of Incorporation this 29th day of August, 1999.



ALI M. JAFERI

ACCEPTANCE

HAVING BEEN NAMED to accept service of process for the above-stated corporation, at the 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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99 AUG 31 AM 8:14
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TALLAHASSEE, FLORIDA