

MOORE & MENKHAUS, P.A.

ATTORNEYS AT LAW

4800 N. FEDERAL HIGHWAY
SUITE 210-A
BOCA RATON, FLORIDA 33431-5176

(407) 394-7910
FAX TELECOPIER:
(407) 393-6541

D99000081613
August 30, 1999

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 34314

000002982930--6
09/09/99--01077--002
*****78.75 *****78.75

**Re: Agean Oil Company,
a Florida Corporation**

Dear Sir/Madam:

Enclosed and filed herewith are the Articles of Incorporation for Agean Oil Company, a Florida corporation. A copy is also enclosed.

Also, enclosed and paid herewith is a check in the amount of \$78.75 for the filing fee and designation of registered agent.

Please acknowledge receipt by stamping the enclosed copy of this letter and the above referenced copy of the Articles with your date stamp and return them to me in the addressed, stamped envelope enclosed for your convenience.

Please call me if you have any questions.

Very truly yours,

W. RODGERS MOORE, P.A.

[Signature]
W. Rodgers Moore

Enclosures

C:\OFFICE\WPWIN\WPDOCS\PLATIS\secretary of state.doc

FILED
99 SEP -9 PM 3:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
AGEAN OIL COMPANY

FILED
99 SEP -9 PM 3:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
NAME

The name of this corporation is: Agean Oil Company

The principal address is: 4800 N. Federal Highway, Suite 210-A, Boca Raton, FL 33431.

ARTICLE II
PURPOSE

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

ARTICLE III
CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of common stock, par value shall be \$.001 per share.

The common stock of the corporation shall have the following characteristics:

- (a) At all meetings of the stockholders, the voting common stockholders shall be entitled to cast one (1) vote for each share of common stock owned. That a voting common stockholder is interested in a matter to be voted upon shall not disqualify him from voting thereon.
- (b) Except as otherwise provided by law, the entire voting power for the election of the directors and for all other purposes shall be vested exclusively in the holders of the outstanding voting common stock.

ARTICLE IV
TERM OF EXISTENCE

This corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered agent of this corporation is 4800 N. Federal Highway, Suite 210-A, Boca Raton, Florida 33431, and the name of the initial registered agent of this corporation is: W. Rodgers Moore. The Board of Directors may, from time to time, change the street and post office address of the corporation as well as the location of its principal office.

ARTICLE VI
INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased from time to time in accordance with the By-Laws but shall never be less than one (1). The name and address of the initial director of this corporation are:

W. Rodgers Moore	7623 Sierra Terrace Boca Raton, Florida 33433
------------------	--

ARTICLE VII
AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner provided by law. The approval of holders of a majority of the shares of voting common stock shall be required for any amendment or repeal.


ARTICLE VIII
CLASS VOTE

Any merger, reorganization, consolidation, recapitalization or dissolution of the Corporation shall require the approval of holders of a majority of the shares of voting common stock.

ARTICLE IX
INCORPORATOR

The name and street address of the person signing these Articles is W. Rodgers Moore, 4800 North Federal Highway, Suite 210-A, Boca Raton, FL 33431.

IN WITNESS WHEREOF, the undersigned subscriber and registered agent has executed these Articles of Incorporation as of this 7th day of ~~August~~ September, 1999.

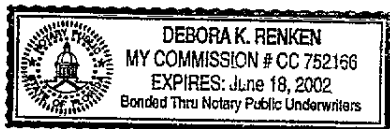


Initial Subscriber and Incorporator
W. Rodgers Moore

STATE OF FLORIDA)
) ss:
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 7th day of ~~August~~ September, 1999, by W. Rodgers Moore, who is personally known to me.

My commission expires:





Notary Public

Acceptance of Registered Agent

FILED
99 SEP -9 PM 3:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been designated to accept service of process for the above-stated corporation, at the place set forth hereinabove, I hereby accept such designation and agree to act in such capacity and to comply with all provisions of Section 607.0501 of the Florida Statutes.



Registered Agent
W. Rodgers Moore

STATE OF FLORIDA)
) ss:
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 7th day of September ~~August~~, 1999, by W. Rodgers Moore who is personally known to me.

My commission expires:


NOTARY PUBLIC