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December 7, 1999

Florida Department of State

Division of Corporations

P.O. Box 6327

Tallahassee, Florida 32314

300003065443--5

-12/08/99--01058--011

*****70.00 *****70.00

Re: PROLINE LUBRICANTS CORPORATION

Dear Sir:

Enclosed please find original and one (1) copy of Articles of Incorporation and Acceptance of Designation of Registered Agent regarding the above. I have enclosed my check in the amount of \$70.00 representing payment of your filing fees.

Please process and return to my office a recorded copy of the Articles of Incorporation

Thank you.

Very truly yours,


Louis Giovachino, Esq.

enclosure

FILED
99 DEC -9 AM 9:13
SECRETARY OF STATE
TALLAHASSEE FLORIDA

MB
12/13/99

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99 DEC -9 AM 9:13
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
PROLINE LUBRICANTS CORPORATION

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

ARTICLE I - NAME

The name of the corporation shall be PROLINE LUBRICANTS CORPORATION.

The principal place of business of this corporation shall be 5649 N.W. 125 Avenue, Coral Springs, Florida 33076.

ARTICLE II - NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock having \$1 par value per share.

ARTICLE IV - ADDRESS

The street address of the initial registered office of the corporation shall be 55 Weston Road, Suite 303, Weston, Florida 33326, and the name of the initial registered agent of the corporation at that address is Louis Giovachino, Esq.

ARTICLE V - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI - DIRECTORS

This corporation shall have two directors, initially. The name and street address of the initial member of the Board of Directors are:

Juan Carlos Ron-Pedrique
5649 N.W. 125 Avenue
Coral Springs, Florida 33076

Hernan Gonzales
525 Racquet Club Road #45
Weston, Florida 33326

ARTICLE VII - OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

President
Juan Carlos Ron-Pedrique
5649 N.W. 125 Avenue
Coral Springs, Florida 33076

Secretary/Treasurer
Hernan Gonzales
525 Racquet Club Road #45
Weston, Florida 33326

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is:

Hernan Gonzales
525 Racquet Club Road #45
Weston, Florida 33326

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 7

day of December, 1999.


BY.


HERNAN GONZALES

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me by HERNAN GONZALES this

7 day of December 1999, producing Pl. ok as identification.


NOTARY PUBLIC - STATE OF FLORIDA

My commission expires:

ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

"I am familiar with and accept the duties and responsibilities as registered agent for

"PROLINE LUBRICANTS CORPORATION".

DATED: 12-7-99


LOUIS GIOVACHINO

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SECRETARY OF STATE
TALLAHASSEE FLORIDA