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SAAVEDRA, PELOSI & GOODWIN

ATTORNEYS AT LAW
An Association of Professional Associations
Not a Partnership
312 Southeast 17th Street, Second Floor
Fort Lauderdale, Florida 33316

(954) 767-6333
FACSIMILE (954) 767-8111
E-MAIL: Lawspg@aol.com

DAMASO W. SAAVEDRA*
NANCY D. PELOSI**
ALLYSON D. GOODWIN****
ANDREW S. YAGODA**
SHARI HINES**

OF COUNSEL
MARIO THOMAS GABOURY***
DARRYL TOMPKINS**
HADLEIGH HOWD**

* MEMBER OF THE FLORIDA,
CONNECTICUT AND WASHINGTON,
D.C. BAR
** MEMBER OF THE FLORIDA BAR
***MEMBER OF THE CONNECTICUT
BAR
****MEMBER OF THE FLORIDA
AND WASHINGTON, D.C. BAR

June 19, 2001

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32301

Re: A&WR Corp.

Gentlemen:

Enclosed are the original and duplicate copy of the Articles of Incorporation of this proposed corporation.

The duplicate copy has been subscribed and acknowledged by the sole subscriber in the same manner as the original. Please file the Articles of Incorporation immediately; obtain a certified copy of same and call our office when this has been accomplished.

A check is also enclosed to cover the \$35.00 filing fee, the \$8.75 fee for the certified copy of the Articles of Incorporation, the \$35.00 fee for filing the Designation of Resident Agent for a total of \$78.75.

Also enclosed is the executed Resident Agent form and one copy.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

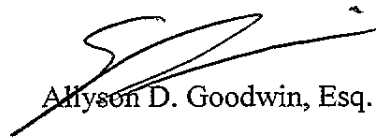
T. SMITH JUN 25 2001

June 19, 2001
Page 2

Thank you for your assistance in this matter.

Sincerely,

SAAVEDRA, PELOSI & GOODWIN

A handwritten signature in black ink, appearing to read "Allyson D. Goodwin". The signature is stylized with a large, sweeping initial "A" and "G".

Allyson D. Goodwin, Esq.

/ag

Encls.

cc M/M William Ron

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SAAVEDRA, PELOSI & GOODWIN

ARTICLE OF INCORPORATION
OF
A&WR Corp.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation is A&WR Corp.

ARTICLE II - TERM

The duration of the corporation is perpetual. The date and time of the commencement of corporate existence is when the Articles are received in the office of the Secretary of State.

ARTICLE III - PURPOSE

The general purposes for which the corporation is organized are:

1. Operation of a gas station and related Food-Mart;
2. To transact any and all lawful business.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is one thousand (1,000) shares. Such shares shall be of a single class and shall have a par value of One (\$1.00) Dollar per share.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same

kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - ADDRESS

The street address of the initial registered office of the corporation is 627 Hollows Circle, Deerfield Beach, Florida 33442 and the name of the initial registered agent at such address is William Ron. The mailing address of the principal office of the corporation is 627 Hollows Circle, Deerfield Beach, Florida 33442.

ARTICLE VII - DIRECTORS

The number of directors constituting the initial Board of Directors of the corporation is two (2). The number of directors may be either increased or decreased from time to time by the Bylaws but shall never be less than two (2). The name and address of each person who is to serve as a member of the initial Board of Directors is:

NAME	ADDRESS
William Ron	627 Hollows Circle Deerfield Beach, Florida 33442
Alicia Ron	627 Hollows Circle Deerfield Beach, Florida 33442

ARTICLE VIII - INCORPORATORS

The name and address of each incorporator is:

NAME	ADDRESS
William Ron	627 Hollows Circle Deerfield Beach, Florida 33442

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal the Bylaws shall be vested in the Board of Directors.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 19th day of June, 2001.



WILLIAM RON

STATE OF FLORIDA
COUNTY OF BROWARD

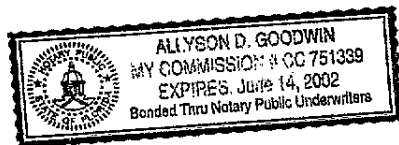
BEFORE ME, a notary public, authorized to take acknowledgments in the State and County set forth above, personally appeared WILLIAM RON, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he swore to and executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal in the State and County aforesaid, this 19th day of June, 2001.



NOTARY PUBLIC

My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS,
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE
SERVED

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First, that A&WR Corp. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at City of Deerfield Beach, State of Florida, has named WILLIAM RON located at 627 Hollows Circle, Deerfield Beach, Florida 33442 as its agent to accept service of process within Florida.

A&WR Corp.



WILLIAM RON

Date: June 19th, 2001

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



WILLIAM RON

Date: June 19th, 2001

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