

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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Ruskin Chevron, Inc

FILED
01 DEC -5 PM 12:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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- Art of Inc. File _____
- LTD Partnership File _____
- Foreign Corp. File _____
- L.C. File _____
- Fictitious Name File _____
- Trade/Service Mark _____
- Merger File _____
- Art. of Amend. File _____
- RA Resignation _____
- Dissolution / Withdrawal _____
- Annual Report / Reinstatement _____
- Cert. Copy _____
- Photo Copy _____
- Certificate of Good Standing _____
- Certificate of Status _____
- Certificate of Fictitious Name _____
- Corp Record Search _____
- Officer Search _____
- Fictitious Search _____
- Fictitious Owner Search _____
- Vehicle Search _____
- Driving Record **J. BRYAN DEC - 5 2001**
- UCC 1 or 3 File _____
- UCC 11 Search _____
- UCC 11 Retrieval _____
- Courier _____

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DIVISION OF REGISTRATION

Signature _____

Requested by: SW 12/6
Name Date Time

Walk-In _____ Will Pick Up _____

ARTICLES OF INCORPORATION

OF

RUSKIN CHEVRON INC..

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TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a Corporation under the laws of the State of Florida in accord with Chapter 607 Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation is RUSKIN CHEVRON INC..

ARTICLE II - DURATION

The term of existence of the corporation is perpetual and shall commence upon the date of the filing of these Articles of Incorporation.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business in accord with the laws of the State of Florida for which corporations may be incorporated under the Florida General Corporation Act and further to engage in all business matters necessary and proper in connection with such practice.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is Seven Thousand Five Hundred (7,500) shares all of which shall be of a single class of voting common shares having a par value of One Dollar (\$1.00) per share.

ARTICLE V - PREEMPTIVE RIGHTS

Each shareholder of the corporation shall have the right to purchase, subscribe, or receive a right or rights to purchase or subscribe for, at fair market value thereof, a pro-rata share (as nearly as can be done without issuance of fractional shares) of:

1. Any stock that the corporation may issue or sell, whether or not of unissued shares authorized by the Articles of Incorporation as originally filed, or by amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash, labor perform, personal property, or real property, or leases thereof; or

2. Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation, or which is attached or pertinent to any warrant or other instrument or instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock.

ARTICLE VI - TRANSFER RESTRICTIONS

No share of stock of this corporation shall be issued or transferred to any person inconsistent with the terms and conditions contained herein. Before there can be a valid sale or transfer of any of the outstanding shares of the corporation by any holder thereof, such holder shall first offer said shares to the corporation and then to the other holders of shares in the following manner:

1. Such offering shareholder shall deliver a notice in writing by all or otherwise to the secretary of the corporation stating the price terms, and conditions of such proposed sale or transfer, the number of shares to be sold or transferred, and his intention to sell or transfer such shares. Within twenty (20) days thereafter, the corporation shall have the prior right to purchase such shares so offered at the price and on the terms and conditions stated in the notice; provided, however, that the corporation shall not at any time be permitted to purchase all of its outstanding voting shares. Should the corporation fail to purchase all of the shares so offered at the expiration of the twenty day period, or prior thereto decline to purchase the shares, the Secretary of the corporation shall, within five (5) days thereafter, mail or deliver to each of the other shareholders of record, a copy of the notice given by the shareholder to the secretary. Such notice may be mailed to them at their last known address as such address may appear on the books of the corporation. Within ten (10) days after the mailing or delivering of the copies of the orders to the shareholder, any such shareholder or shareholders desiring to acquire any part or all of the shares referred to in the notice shall deliver by mail, or

otherwise, to the Secretary of the corporation a written offer or offers, expressed to be acceptable immediately, to purchase a specified number of such shares at the price and on the terms and conditions stated in the notice. Each such offer shall be accompanied by the purchase price therefore with authorization to pay such price against delivery of the shares.

2. If the total number of shares specified in the offers to purchase exceeds the number of shares to be sold or transferred, each offering shareholder shall be entitled to purchase such proportion of such shares as the number of shares of the corporation which he holds bears to the total number of shares held by all shareholders desiring to purchase the shares.

3. If all the shares to be sold or transferred are not disposed of under such apportionment, each shareholder desiring to purchase shares in a number in excess of his proportionate share as provided above, shall be entitled to purchase such proportion of those shares which remain thus undisposed of, as the total number of shares which he holds bears to the total number of shares held by all the shareholders desiring to purchase in excess of those to which they are entitled under such apportionment.

4. If within said twenty (20) day period, the offer or offers to purchase aggregate less than the number of shares to be sold or transferred, the shareholder desiring to sell or transfer such shares shall not be obligated to accept any such offer or offers and may dispose of all of the shares referred to in his notice to any person or persons whomsoever; provided, however, that he shall not sell or transfer such shares at a lower price or on terms more favorable to the purchaser or transferee than those specified in his notice to the Secretary of the corporation.

Each share certificate issued shall bear the following legend:

"These shares are held subject to certain transfer restrictions imposed by the Articles of Incorporation which copy of said Articles may be obtained from the corporation's office".

5. Nothing contained hereinabove shall otherwise preclude the initial shareholders of the company per the books and records of the company, during their lifetime, from selling or conveying shares of corporate stock to direct family lineal descendants of said shareholder who are then and there of the age of majority without first offering the same to the corporation or other shareholders of record.

ARTICLE VII - REGISTERED OFFICE AND REGISTERED AGENT

The street address of the principal office of the corporation is 1444 East Fletcher Avenue, Tampa, Florida 33612, and the name of the initial Registered Agent of the corporation is Charles F. Arnold, Esq., located at the registered office at 1701 9th Street North, St. Petersburg, Florida, 33704.

ARTICLE VIII - DIRECTORS

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the

corporation shall be managed under the direction of, the Board of Directors. The corporation shall have two (2) Directors initially. The number of Directors may thereafter be increased or decreased from time to time in accordance with the By-Laws of the corporation.

The names and street addresses of the initial Directors initially selected are as follows:

<u>Name</u>	<u>Address</u>
Omar Chaudhry	1444 East Fletcher Avenue, Tampa, Fl 33612
Iqbal Chaudhry	1444 East Fletcher Avenue, Tampa, Fl 33612

ARTICLE IV - INCORPORATOR

The name and address of the incorporator is:

Omar Chaudhry, of PO Box 1837, Mango, Florida 33510

ARTICLE X - BY-LAWS

The power to adopt, alter, amend, or repeal By-Laws shall be vested in the Directors of the corporation.

ARTICLE XI - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE XII - INDEMNIFICATION

This corporation shall indemnify any present or former Officer or Director, or person exercising powers and duties of a Director, to the full extent now or hereafter permitted by law.

ARTICLE XIII - CUMULATIVE VOTING

At each election for directors, every shareholder entitled to vote at that election shall have the right to cumulate his/her votes by giving one candidate as many votes as the number of directors to be elected at any time multiplied by the number of shares, or by distributing those votes on the same principle among any other candidates.

ARTICLE XIV- INTERESTED DIRECTORS

No contract or transaction between this corporation and any other corporation shall in any way be affected by the fact that one or more of the directors of this corporation are directors of the other corporations, provided that there is no fraud involved, and provided that the contract or transaction is approved or ratified by a majority of the directors present at the meeting of the board of directors. No director shall be liable to account to the corporation for any profit realized by that director as a result of any transaction between that director and the corporation, or with a corporation on whose board the director sits or whose stock the director owns, where the transaction has been fully disclosed to the directors and approved as provided above. Directors interested in the transactions described above may be present at the meeting, at which time approval or ratification is to be discussed and voted upon, and their presence may be counted for the determination of a quorum.

IN WITNESS WHEREOF, the undersigned has subscribed his hand this 4 day of Dec.
_____, 2001.



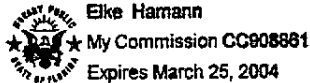
OMAR CHAUDHRY, INCORPORATOR

STATE OF FLORIDA
COUNTY OF Pinellas

BEFORE ME, the undersigned authority, personally appeared Omar Chaudhry.

at the time of notarization, who did take an oath and who is personally known to me, ~~or who produced a Florida Driver's License as identification,~~ executed the foregoing for the purpose therein contained.

WITNESS my hand and official seal in said County and State the 4th day of December, 2001.



Elke Hamann

Notary Public, State of Florida

My Commission Expires:

Name: Elke Hamann

Address: 5300 4th Str. No
St. Petersburg, FL 33703

REGISTERED AGENT ACCEPTANCE

Having been named to accept service of process for the above-stated corporation, at the place specified in Paragraph VII of the foregoing Articles of Incorporation, I hereby agree to act in this capacity and agree to comply with the Florida Statute relative to keeping open said office.

[Signature]

Charles F. Arnold, Esquire

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