

# CAPITAL CONNECTION, INC.

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

PO00000092646

Jorge's Texaco, Inc.

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\*\*\*\*\*78.75 \*\*\*\*\*78.75

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
RECEIVED  
00 NOV 29 AM 10:43  
DIVISION OF CORPORATION  
SMITH NOV 29 2000

Signature

Requested by:

LS

11/29/00

9153

Name

Date

Time

Walk-In

Will Pick Up

**ARTICLES OF INCORPORATION**

**OF**

**JORGE'S TEXACO, INC.**

**FILED**  
00 NOV 29 PM 12:01  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned, acting as Incorporator of a corporation under the Florida Corporation Act, adopts the following Articles of Incorporation for such corporation

1. **NAME.** The name of the corporation is JORGE'S TEXACO, INC.
2. **DURATION.** The period of its duration is perpetual.
3. **PURPOSE.** The purpose is to engage in any activities or business permitted under the laws of the United States and Florida, more specifically to buy, sell, exchange, develop, deal in and trade in the operation of a gasoline station and the sale of other retail goods, of every kind or description.
4. **CAPITAL STOCK.** The corporation is authorized to issue 100 shares, all of one class, at no par value.
5. **INITIAL REGISTERED OFFICE AND AGENT.** The principal place of business shall be 10688 S. Federal Highway, Port St. Lucie, Florida and the registered agent shall be JOHN D. O'NEILL, whose office is 223 Peruvian Avenue, Palm Beach, Florida 33480.
6. **INITIAL BOARD OF DIRECTORS.** This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one (1).

The name and address of the initial directors and officers of this corporation are:

<b><u>NAME</u></b>	<b><u>OFFICE</u></b>	<b><u>ADDRESS</u></b>
Djordj Soukarie	President, Secretary, Treasurer	10688 S. Federal Hwy Port St. Lucie, FL 34952

7. **DIRECTOR QUORUM AND VOTING.** One Hundred (100%) percent of the directors shall constitute a quorum for a meeting of the directors of this corporation. If a quorum is present, the affirmative vote of One Hundred (100%) percent of the directors shall be the act of the Board of Directors.

8. **DIRECTOR CONFLICT OF INTEREST.** No contract or other transaction between the corporation and any other corporation, firm, association or other entity, in which one or more of its directors are directors or officers, or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the Board of Directors or of a committee thereof which approves such contract or transaction, or that his or their votes are counted for such purposes if the contract is or has been executed by a Director who has no interest whether it be financial or otherwise in the other party to the contract.

9. **ACTIONS REQUIRING ONE HUNDRED (100%) PERCENT APPROVAL.** The Board of Directors of the corporation may not authorize any mortgage, dispose of assets, distribute proceeds, declare any dividend, sell, lease, pledge, or create a security interest in, any or all of the property and assets of the corporation for the purposes of securing the payment or performance of any obligation for the corporation, without obtaining prior shareholder approval of any and each such transaction by the vote or written consent of the holders of One Hundred (100%) Percent of the shares of the corporation entitled to vote thereon and not otherwise. In addition, One Hundred (100%) percent approval is required to engage in any business.

10. **MEETINGS BY CONFERENCE TELEPHONE.** Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone or similar communications equipment as provided by law but regular meetings of the Board of Directors must be attended in fact in person by each director.

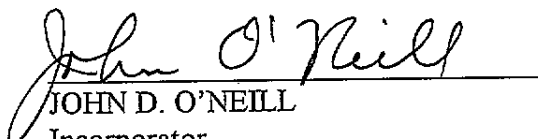
11. **AMENDMENT OF ARTICLES.** This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation. The power to adopt, alter, amend or repeal the Articles of Incorporation of this corporation shall be vested in the directors and a vote of One Hundred (100%) percent of the directors is necessary to accomplish the amendment or repeal.

12. **SHAREHOLDER QUORUM AND VOTING.** One Hundred (100%) percent of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of One Hundred (100%) percent of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

13. **INCORPORATOR.** The name and address of the Incorporator signing these Articles of Incorporation is John D. O'Neill, 223 Peruvian Avenue, Palm Beach, Florida 33480.

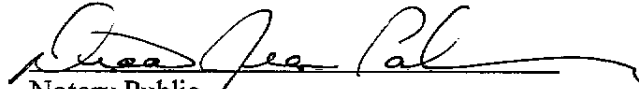
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 27<sup>th</sup> day of November 2000.

  
JOHN D. O'NEILL  
Incorporator

STATE OF FLORIDA  
COUNTY OF PALM BEACH

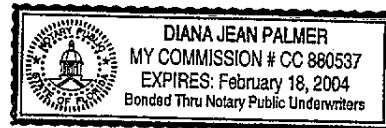
BEFORE ME, the undersigned authority, personally appeared JOHN D. O'NEILL and to me personally known to be the person who executed the foregoing Articles of Incorporation, and he acknowledged to and before me that he executed such instrument and who did not take an oath..

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 27<sup>th</sup> day of Nov., 2000.



Notary Public

My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF  
PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

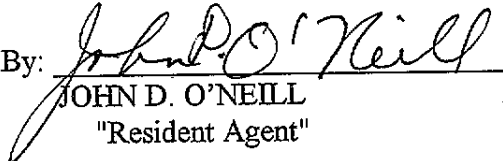
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said  
Act:

First -- That JORGE'S TEXACO, INC. desiring to organize under the laws of the State of Florida  
with its principal office, as indicated in the Articles of Incorporation at 10688 S. Federal Highway, Port St.  
Lucie, Florida 34952 and has named JOHN D. O'NEILL, located at 223 Peruvian Avenue, Palm Beach,  
Florida 33480 as its agent to accept service of process within this State.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated  
in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act  
relative to keeping open said office.

By:

  
JOHN D. O'NEILL  
"Resident Agent"

FILED  
00 NOV 28 PM 2:01  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA