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Florida Department of State

Division of Corporations

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Account Name : EMMANUEL SHEPPARD & CONDON
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

FIVE FLAGS GAS STATIONS, INC.

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| Certificate of Status | 0 |
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
FIVE FLAGS GAS STATIONS, INC.**

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

ARTICLE I

NAME AND PRINCIPAL OFFICE

The name of this corporation is FIVE FLAGS GAS STATIONS, INC., and its principal office is located at 1 West Cervantes Street, Pensacola, Florida 32501, and its mailing address is the same.

ARTICLE II

DURATION

This corporation shall exist perpetually, commencing upon the date of filing of these Articles of Incorporation.

ARTICLE III

PURPOSE

The purpose of this corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of \$.10 par value common stock, all of one class and series.

Kramer A. Litvak, of
Emmanuel, Sheppard & Condon, P.A.
30 South Spring Street
Pensacola, Florida 32501
(850) 433-6581
Florida Bar No. 0965881

ARTICLE V

PREEMPTIVE RIGHTS

Every shareholder upon the sale 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 the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of this corporation's initial registered office is 1837 Southbay Drive, Pensacola, Florida 32506, and the name of this corporation's initial registered agent is ROBERT WAYNE DeROME.

ARTICLE VII

INCORPORATORS

The name and address of the incorporator is ROBERT WAYNE DeROME, 1837 Southbay Drive, Pensacola, Florida 32506.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 27 day of November, 2000.

Robert Wayne DeRome
ROBERT WAYNE DeROME, Incorporator

STATE OF FLORIDA

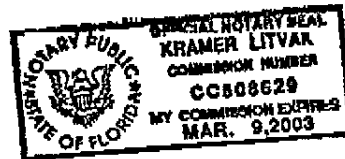
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 27th day of November, 2000, by ROBERT WAYNE DeROME, who personally appeared before me and who is personally known to me or who has produced driver's license as identification.



Notary Public, State of Florida

(AFFIX OFFICIAL SEAL)



ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I, the undersigned, am familiar with and hereby accept the appointment as Registered Agent for FIVE FLAGS GAS STATIONS, INC., as set forth in the Articles of Incorporation filed simultaneously herewith.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal this 27th day of November, 2000.

Robert Wayne DeRome
ROBERT WAYNE DeROME

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TALLAHASSEE, FLORIDA