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January 31, 2001

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32301

RE: Florida Fuel Masters, Inc.

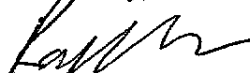
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Dear Sir/Madam:

Enclosed please find "Articles of Incorporation" and "Certificate of Resident Agent" for Florida Fuel Masters, Inc., together with check in the amount of \$78.75 representing the filing fee and fee for one certified copy. Please file these with the State of Florida and return a certified copy to our office.

Thank you for your time and cooperation.

Sincerely,


Roy A. Alterman

RAA/crs
Enclosure

FILED
01 FEB 12 PM 3:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F. G. HESLER FEB 13 2000

ARTICLES OF INCORPORATION

OF

FLORIDA FUEL MASTERS, INC.

FILED
01 FEB 12 PM 3:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be FLORIDA FUEL MASTERS, INC., and the initial address of this corporation shall be 507 135th Street E, Bradenton, Florida 34202.

ARTICLE II

This corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value</u> <u>Per Share</u>	<u>Class of</u> <u>Stock</u>
1,000,000	\$1.00	Common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the corporation.

Upon the sale for cash of any new stock of the same kind, class or series as that which he already holds, every shareholder of this corporation shall have the pre-emptive right to purchase his pro rata share thereof at the price which it is offered to others, whether or not in excess of par. Fractional shares need not be issued on account of this provision.

ARTICLE IV

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE V

The initial registered office of this corporation shall be at 507 135th Street E, Bradenton, Florida, with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be Barry Upshaw.

ARTICLE VI

This corporation shall have at least one director, with the exact number to be specified by the shareholders from time to time unless the shareholders shall, by a majority vote thereafter, determine that the corporation be managed by the shareholders.

ARTICLE VII

The names and addresses of the first directors of the corporation who shall hold office for the first year or until their successors are duly elected and qualified shall be:

<u>Name</u>	<u>Title</u>	<u>Address</u>
Barry Upshaw	President, Vice President Secretary, Treasurer	507 135th Street E Bradenton, Florida 34202

ARTICLE VIII

The name and address of the Incorporator is:

Roy A. Alterman, P.A.
2115 Palm Bay Road, NE, Suite 1E
Palm Bay, Florida 32905

ARTICLE IX

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or any officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

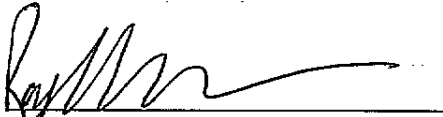
ARTICLE X

The private property of the shareholders shall not be subject to payment of the corporate debts in any extent.

ARTICLE XI

This corporation shall have the power to indemnify and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

IN WITNESS WHEREOF, I, the undersigned, being the Incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 31 day of January, 2001.


Incorporator

DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

Pursuant to the provisions of Florida Statute §607.050, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating the registered officer/registered agent in the State of Florida:

The name of the corporation is: FLORIDA FUEL MASTERS, INC.

The name of the Registered Agent is: BARRY UPSHAW.

The address of the Registered Agent/Registered Office is:

507 135TH STREET E
BRADENTON, FLORIDA 34202

ACCEPTANCE

Having been named as Registered Agent and designated to accept service of process for the above corporation, I hereby accept this appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all Statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.



Registered Agent

FILED
01 FEB 12 PM 3:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA