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WOLFE, YOUNG, O'BAKER & COMPANY *Accountants & Tax Consultants* **FILED**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

February 26, 2001

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

900003789539-9
-02/28/01-01058-011
*****78.75 *****78.75

Re: Maguire Texaco, Inc.

To Whom it May Concern:

Enclosed please find \$78.75 check for Filing Fees (\$35.00), Register Agent Designation (\$35.00) and Certificate of Status (\$8.75) for the above referenced company.

Also enclosed are two sets of notarized Articles of Incorporation and Certificate of Resident Agent.

Please return all correspondence concerning this matter to the following:

Clyde E. O'Baker
Wolfe, Young, O'Baker & Company
101 Sunnyside Road, Suite 200
Casselberry, Florida 32707

Should you have any questions, please do not hesitate to call this office at 407-339-9000.

Very truly yours,

WOLFE, YOUNG, O'BAKER & COMPANY

Clyde E. O'Baker

CEO/sbo
Enclosures

WYO

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✓

**ARTICLES OF INCORPORATION
OF
Maguire Texaco, Inc**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Article I - Name

The name of the corporation is: **Maguire Texaco, Inc.**

Article II - Duration

This corporation shall exist perpetually.

Article III - Purpose

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

Article IV - Capital Stock

This corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of One Dollar (\$1.00) par value common stock which shall be designated "Common Shares".

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 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 and the mailing address of the initial registered office of this corporation is: 3025 East Colonial Drive, Orlando, Florida 32803. The name of the initial registered agent of this corporation is: Rubens Taddei

Article VII - Initial Board of Directors

This corporation shall have two (2) Directors initially. The number of Directors may be either increased or diminished from time to time as permitted by the By-Laws, but shall never be less than one (1). The names and addresses of the Initial Directors are: Rubens Taddei, 5533 A South Orange Blossom Trail, Orlando, Florida 32839 and Marcelo Taddei, 5533 A South Orange Blossom Trail, Orlando, Florida 32839.

Article VIII - Incorporator

The name and address of the person signing these Articles of Incorporation is: Rubens Taddei, 5533 A South Orange Blossom Trail, Orlando, Florida 32803.

Article IX - Initial Officers

The names and addresses of initial officers shall be: Rubens Taddei, 5533 A South Orange Blossom Trail, Orlando, Florida 32839 - President and Treasurer, and Marcelo Taddei, 5533 A South Orange Blossom Trail, Orlando, Florida 32839 - Vice President and Secretary.

Article X - By-Laws

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, and the by-laws of the corporation when adopted, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation the 23rd day of February A.D., 1999.

A handwritten signature in black ink, appearing to read 'Rubens Taddei', written over a horizontal line.

Rubens Taddei - Incorporator

STATE OF FLORIDA

COUNTY OF SEMINOLE :

BEFORE ME, the undersigned Notary Public, duly authorized in the aforesaid State and County to take oaths and acknowledgments, personally appeared, **Rubens Taddei**, well-known to me, who deposes and states that he is the person named in the above and foregoing "Articles of Incorporation", that he has read same over carefully, completely and thoroughly, and that to the best of Affiant's knowledge, information and belief, all of the matters, facts and statements set forth therein are true, accurate and correct.




Rubens Taddei

Form of I.D. Driver's License

I.D. # T 300-736-55-339-0

Expiration 09-19-01

SWORN and SUBSCRIBED to before me this 23rd day of February, A.D., 2000.



Notary Public, State of Florida
AT LARGE

My Commission Expires:
(N.P. Seal)

SHELLEY W. BUELL
Notary Public, State of Florida
My comm. exp. July 11, 2004
Comm. No. CC954198

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**SECRETARY OF STATE
TALLAHASSEE FLORIDA**

State of Florida
Department of State

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

The following is submitted in compliance with Section 48.091, Florida Statutes.

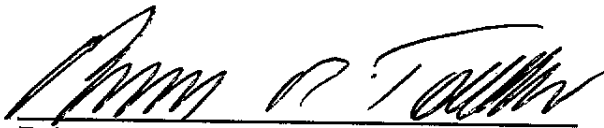
Maguire Texaco, Inc., a corporation organized under the laws of the State of Florida,
with its principal office at: 3025 East Colonial Drive, Orlando, Florida 32803, has named
Rubens Taddei, at that address, as its Agent to accept service of process within this
State.

Maguire Texaco, Inc

BY: 
Rubens Taddei
Incorporator

A C C E P T A N C E

Having been named to accept service of process for the above-stated corporation, at the
designated place 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.


Rubens Taddei
Registered Agent