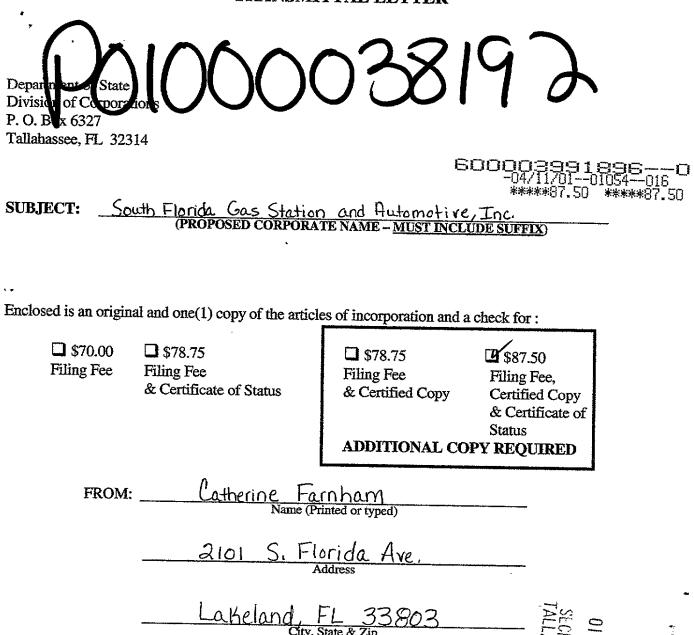
TRANSMITTAL LETTER



NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

OF

SOUTH FLORIDA GAS STATION AND AUTOMOTIVE, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE I. Name.

The name of the Corporation is: SOUTH FLORIDA GAS STATION AND AUTOMOTIVE, INC. .

ARTICLE II .

Duration.

The duration of the Corporation is perpetual.

ARTICLE III . Purpose.

The general purposes for which the Corporation is organized are the following:

- A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.
- B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.
- C. The general nature of the business to be transacted by this corporation shall be any activity or business pemitted under the laws of the United States of America and the State of Florida.

Article IV.

Capital Stock

The aggregate number of shares which the corporation is authorized to issue is 100 shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

Article V

Initial Principal Office and Registered Agent.

The street address of the initial Principal Office of the Corporation is 3605 Royal Court, Lakeland, Florida 33813, and the name of its initial Registered Agent is Sherry Kennedy whose address is 3605 Royal Court, Lakeland, Florida 33813.

Article VI.

Initial Board of Directors, Officers and Subscribers

The number of Directors constituting the initial Board of Directors is two. The number of Directors may be increased from time to time in accordance with the Bylaws but shall never be less than one. The following are the names and street addresses of the persons who shall constitute the initial Board of Directors of the Corporation, and the persons holding office for the first year of the Corporation's existence, or until their successors are elected and have qualified, and each of the following named persons is a subscriber to these Articles of Incorporation.

NAME	ADDRESS	OFFICE
Catherine L. Farnham	1140 Ivy Lane	President
	Bartow, Florida 33830	
Eric N. Kennedy	1140 ivy Lane	Vice- President
	Bartow, Florida 33830	

Article VII.

Ammendment.

The Corporation reserves the right to ammend or repeal any provision contained in these Articles of Incorporation or any ammendment to them.

Article VIII.

Transfer of Stock.

Any limitation upon the transferability or assignment of stock shall be a valid matter of agreement which stockholders may include in any agreement among themselves.

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

DATED this 28 day of February, 2001.

SHERRY KENNEDY

Registered Agent

CATHERINE L. FARNHAM

Incorporator

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 23 day of February, 2001.

N. KENNEDY

STATE OF FLORIDA COUNTY OF POLK

Before me personally appeared, CATHERINE L. FARNHAM and ERIC N. KENNEDY, to me well known and known to me to be the persons described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that they executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this . February, 2001.

Notary Public.

State of Florida

My commission expires: 8-19-03

(SEAL)

