

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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Gasolinera Siglo XXI (USA), Inc.

800004132608--5

05/03/01--01003--002

*****70.00 *****70.00

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DIVISION OF CORPORATION

Signature _____

Requested by: KC

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Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

X

Art of Inc. File _____

LTD Partnership File _____

Foreign Corp. File _____

L.C. File _____

Fictitious Name File _____

Trade/Service Mark _____

Merger File _____

Art. of Amend. File _____

RA Resignation _____

Dissolution / Withdrawal _____

Annual Report / Reinstatement _____

Cert. Copy _____

X

Photo Copy _____

Certificate of Good Standing _____

Certificate of Status _____

Certificate of Fictitious Name _____

Corp Record Search _____

Officer Search _____

Fictitious Search _____

Fictitious Owner Search _____

Vehicle Search _____

Driving Record _____

UCC 1 or 3 File _____

UCC 11 Search _____

UCC 11 Retrieval _____

Courier _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
GASOLINERA SIGLO XXI (USA), INC.

ARTICLE I. CORPORATE NAME

The name of this corporation is GASOLINERA SIGLO XXI (USA), INC.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation is 13891 SW 39 Terrace, Miami, Fl. 33175.

ARTICLE III. INITIAL BOARD OF DIRECTORS

The number of persons constituting the initial Board of Directors of this corporation shall be two initially. The name and street address of the initial Directors are:

MARJORIE D. HERRERA
PEDRO MACIAS
13891 SW 39 Terrace
Miami, Fl. 33175

ARTICLE IV. OFFICERS

MARJORIE D. HERRERA, President
PEDRO MACIAS, Vice-president
MARJORIE D. HERRERA, Secretary/Treasurer

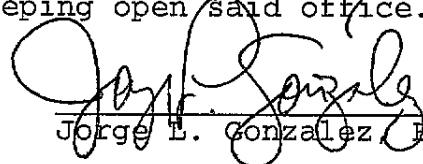
ARTICLE V. CAPITAL STOCK

The maximum number of shares of stock this corporation is authorized to issue is 200, all of which shall be common shares. All common shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE VI. INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent is: Jorge L. Gonzalez, Esq., 2191 NW 97 Avenue, Miami, Fl. 33125.

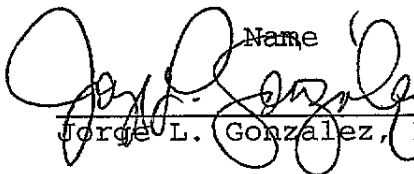
Pursuant to Florida Statutes Section 607.164, having been named to accept process for the above State Corporation, at the place mentioned in these Articles of Incorporation, I hereby accept and agree to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.


Jorge L. Gonzalez Esq.

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TALLAHASSEE, FLORIDA

ARTICLE VII. INCORPORATORS

The name(s) and street address(es) of the incorporator(s) of these articles of incorporation are:


Name
Jorge L. Gonzalez, Esq.

Address

2191 NW 97 Avenue
Miami, Fl. 33172

STATE OF FLORIDA

SS:

COUNTY OF MIAMI-DADE

Before me, the undersigned authority, personally appeared the above-named Incorporator, who was duly sworn.

Sworn and subscribed before me this 20th day of April, 2001, by Jorge L. Gonzalez, who is personally known to me and produced his Florida Driver's License as identification and who did not take an oath.


Notary Public -- State of Florida



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