

MACKEY, MACKEY, HALL & GOETHE, P.A.

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May 16, 2001

Department of State
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

Re: Tu Oasis Food & Fuel, Inc.

Dear Sir/Madam:

Enclosed is an original and one copy of the Articles of Incorporation, along with a Certificate of Designation of Registered Agent for the above-referenced corporation.

We have also enclosed a check in the amount of \$78.75 which covers: (a) the incorporation filing fee of \$35.00; (b) designation of Registered Agent fee of \$35.00; and (c) fee to return a certified copy of the articles of incorporation of \$8.75.

Thank you for your assistance in this matter.

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*****78.75 *****78.75

Sincerely,

MACKEY, MACKEY, HALL & GOETHE, P.A.



Dianne L. Hall

DLH/nc
Enclosures
cc: Peter J. Mackey
Rodney Dakin

FILED
01 MAY 29 PM 3:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

G. BULLOCK JUN 04 2001

ARTICLES OF INCORPORATION
OF
TU OASIS FOOD & FUEL, INC.

FILED
01 MAY 29 PM 3:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I

The name of the corporation is Tu Oasis Food & Fuel, Inc.

ARTICLE II

The period of duration of the corporation is perpetual.

ARTICLE III

The corporation is organized to engage in retail food, beverage and fuel sales and/or any ancillary business and to do everything necessary, proper, advisable, or convenient for the accomplishment of said purposes, and to do all other things incidental or connected with said purposes that are not forbidden by the Florida corporation laws or by other law, or by these articles of incorporation, and to carry out said purposes in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes are not forbidden by the law of the state, territory, district, or possession of the United States, or by the foreign country.

ARTICLE IV

Authorized Shares. The aggregate number of shares that the corporation shall have the authority to issue is 1000 shares of Capital Stock with no par value.

No classes of stock. The shares of the corporation shall not be divided into classes.

No shares in series. The corporation is not authorized to issue shares in series.

ARTICLE V

The initial street address in Florida of the initial registered office of the corporation is 1402 3rd Avenue West, Bradenton, FL, and the name of the initial registered agent at such address is Peter J. Mackey

ARTICLE VI

The initial board of directors shall consist of one (1) member, who needs not be a resident of the State of Florida or a shareholder of the corporation.

ARTICLE VII

The name and address of the person who shall serve as director until the first annual meeting of shareholders, or until his successor shall have been elected and qualified is:

| <u>Name</u> | <u>Number & Street</u> | <u>City, State & Zip Code</u> |
|--------------|----------------------------|-----------------------------------|
| Rodney Dakin | 31555 SR 62 E | Duette, FL 33834 |

ARTICLE VIII

The name and address of the initial incorporator is as follows:

| <u>Name</u> | <u>Number & Street</u> | <u>City, State & Zip Code</u> |
|--------------|----------------------------|-----------------------------------|
| Rodney Dakin | 31555 SR 62 E | Duette, FL 33834 |

ARTICLE IX

The affirmative vote of a majority of the outstanding shares of stock of the corporation shall be required for any shareholder action.

ARTICLE X

The shareholders shall have the power to adopt, amend, alter, change or repeal the articles of incorporation when proposed and approved at a shareholders meeting, upon the unanimous affirmative vote of all the shareholders.

ARTICLE XI

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued (for money, or any property or services) from time to time. The preemptive right of any shareholder shall be equal to the ratio that shareholder's issued shares of common stock held bears to the total number of shares of common stock then issued and outstanding.

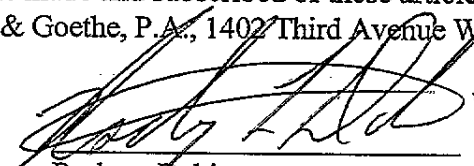
ARTICLE XII

The address of the principal office of the corporation is 32442 SR 62 E., Duette, FL 33834.

ARTICLE XIII

The shareholders shall not be personally liable for the debts of the corporation.

IN WITNESS WHEREOF, the undersigned has made and subscribed of these articles of incorporation at the law office of Mackey, Mackey, Hall & Goethe, P.A., 1402 Third Avenue West, Bradenton, Florida, on May 18, 2001.


Rodney Dakin

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

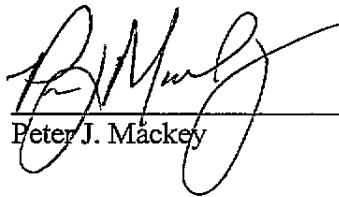
Pursuant to the provisions of § 607.0501, Florida Statutes (2001), Tu Oasis Food & Fuel, Inc., organized under the laws of the State of Florida, submits the following statement designating its registered agent and registered office:

1. The name of the corporation is: Tu Oasis Food & Fuel, Inc.
2. The name and address of the registered agent and office is:

Name: Peter J. Mackey
Address: 1402 3rd Avenue West
Bradenton, FL 34205

HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE 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.

Dated: May 16, 2001


Peter J. Mackey

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01 MAY 29 PM 3:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA