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July 16, 2001

Secretary of State  
Corporation Division  
The Capitol  
Tallahassee, FL 32304

RE: Co-Op Fuels, Inc.

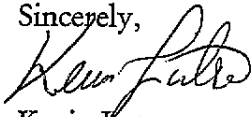
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\*\*\*\*\*78.75 \*\*\*\*\*78.75

Gentlemen:

Enclose herewith is our check in the amount of \$78.75 and original and one copy of the Articles of Incorporation of Co-Op Fuels, Inc.

I would appreciate your acknowledgment of this filing at your earliest convenience to 5366 Whispering Pine Circle, St. Cloud, Florida 34771. Thank you for your assistance.

Sincerely,



Kevin Luter

2001 JUL 19 11 PM 12:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

BB 7-23-01

ARTICLES OF INCORPORATION  
OF  
CO-OP FUELS, INC.

We, the undersigned natural persons of the age of twenty-one or more, acting as Directors and Incorporator under the provisions of the Florida Statutes, Chapter 607, adopt the following Articles of Incorporation:

ARTICLE I

Name

The name of this corporation shall be:

Co-Op Fuels, Inc.

ARTICLE II

Principal Place of Business

The principal place of business is to be located at:

4911 8<sup>th</sup> Avenue South, Gulfport, Florida 33707.

ARTICLE III

Term of Existence

The duration of this corporation is to be perpetual.

ARTICLE IV

Purpose

To purchase or otherwise acquire, sell, and deal in, as a wholesaler, retailer, principal or agent on commission or otherwise, coal, coal briquettes, coke, oil, gasoline, wood, or other kinds of fuel. To purchase, construct, rent or otherwise acquire, control, maintain, and operate, elevators, trestles, bins, coal pockets, oil tanks, and all kinds of storage and transportation facilities, apparatus, conveniences, and equipment suitable for the conduct of its business, and to engage in such other business or businesses, whether related thereto or not, as may be approved by the Board of Directors and which businesses are permitted by the laws of the State of Florida.

ARTICLE V

Stock Clause

The aggregate number of shares of stock which this corporation shall have the authority to issue shall be five hundred (500) shares of common stock, each with a par value of One (\$1.00) Dollar.

ARTICLE VI

Minimum Capital

The amount of capital with which this corporation shall begin business shall not be less than Five Hundred (\$500.00) Dollars.

ARTICLE VII

Subscribers, Incorporators and Directors

The names and addresses of the Subscribers, Incorporators and Directors are:

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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<u>Name</u>	<u>Shares Subscribed</u>	<u>Address</u>
Kevin Luter Subscriber, Incorporator and Director	250	5366 Whispering Pine Circle St. Cloud, FL 34771

#### ARTICLE VIII

##### Informal Shareholder Action

Any action of the shareholders may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all persons who would be entitled to vote upon such action at a meeting and filed with the Secretary of the Corporation as part of the corporate records.

#### ARTICLE IX

##### Directors

The management and control of this corporation shall be vested in a Board of Directors comprised of at least one director. The Board of Directors shall be elected by the shareholders of the corporation at each annual meeting to be held at the principal office of the corporation on such day and time of year as the By-Laws of this corporation shall provide. At any meeting of the Board of Directors, it shall be necessary that a majority of the then existing Board of Directors vote in favor of any motion, resolution or action taken in order that the same become effective and be the act and deed of the corporation and the Board of Directors thereof.

#### ARTICLE X

##### Officers

The officers of this corporation shall be chosen by the Board of Directors and shall consist of a President, Vice President, Secretary and Treasurer. The Board of Directors may also from time to time provide for and elect all other officers or committees which to their Board may seem expedient. Two or more offices may be held by the same person. The officers who are to conduct the business of the corporation and shall serve as such until the next annual election of officers shall be as follows:

President, Vice President,  
Secretary and Treasurer

Kevin Luter  
5366 Whispering Pine Circle  
St. Cloud, FL 34471

#### ARTICLE XI

##### Seal

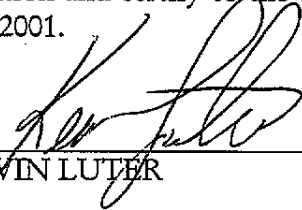
The seal of this corporation shall be a circular impression bearing in the center thereof the words "CORPORATE SEAL - 2001- FLORIDA" and around the circumference thereof the words "Co-Op Fuels, Inc."

ARTICLE XII

Registered Office and Registered Agent

The address of the registered office of this corporation is 8600 Britannia Drive, Fort Myers, Florida 33912. The name of the initial registered agent of this corporation at that address is: Sammie Luter

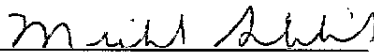
IN WITNESS WHEREOF, the undersigned, being the Incorporators of this corporation, execute these Articles of Incorporation and certify to the truth of the facts herein stated this 16 day of July, 2001.

  
\_\_\_\_\_  
KEVIN LUTER

STATE OF FLORIDA  
COUNTY OF PINELLAS

BEFORE ME, the undersigned officer, duly authorized to administer oaths and take acknowledgments, personally appeared KEVIN LUTER, who, after being first duly cautioned and sworn, depose and say that he has affixed his name to the foregoing Articles of Incorporation of Co-Op Fuels, Inc. as the original subscriber to said corporation for the purpose therein stated. I relied upon the following forms of identification: \_\_\_\_\_ or all personally known ✓.

WITNESS my hand and official seal at St. Petersburg, Pinellas County, Florida, this 16 day of July, 2001.

  
\_\_\_\_\_  
Notary Public

Print name: \_\_\_\_\_  
My commission expires: \_\_\_\_\_

MICHELE SCHIBLER  
Notary Public - State of Florida  
My Commission Expires  
December 14, 2003  
CC878844

DESIGNATION OF REGISTERED AGENT

Pursuant to Chapter 607, Florida Statutes, the following Certificate is submitted in compliance therewith:

IT IS HEREBY DECLARED that is desirous to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, in the City of St. Petersburg, County of Pinellas, State of Florida, and has named Sammie Luter, located at 8600 Brittainia Drive, Fort Myers, Florida 33912, as its agent to accept service of process in the State of Florida.

ACKNOWLEDGMENT

STATE OF FLORIDA  
COUNTY OF PINELLAS

Having been named to accept service of process for the above stated corporation at the place designated in the above Certificate, I hereby accept to act in this capacity, and I agree to comply with all of the provisions of said Act.

Sammie Luter  
SAMMIE LUTER

Personally sworn to and subscribed before me this 14 day of July, 2001. I relied upon the following form of identification: \_\_\_\_\_ or personally known: \_\_\_\_\_

Michele Schibler  
Notary Public  
Print name: \_\_\_\_\_

MICHELE SCHIBLER  
Notary Public - State of Florida  
My Commission Expires  
December 14, 2003  
CC878844

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TALLAHASSEE, FLORIDA