

**CORPORATE
ACCESS,
INC.**

P010000117085

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

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1.) *Gryphon Oil, Inc.*
(CORPORATE NAME & DOCUMENT #)

2.)
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3.)
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4.)
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DIVISION OF CORPORATE REGISTRATION

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J. BRYAN DEC 11 2001

**ARTICLES INCORPORATION
OF
GRYPHON OIL, INC.**

The undersigned incorporator forms a corporation under the laws of the State of Florida and states as follows:

**ARTICLE I
NAME**

The name of the corporation is:
Gryphon Oil, Inc.

**ARTICLE II
PRINCIPAL OFFICE**

The principal office of the corporation is:
981 SW 111 Way
Davie, Florida 33324

**ARTICLE III
DURATION**

The corporation shall commence existence upon the filing of these Articles of Incorporation, and shall continue in existence perpetually thereafter.

**ARTICLE IV
PURPOSE**

This corporation is organized for the purposes of developing and constructing all types of gasoline service stations with convenience stores; truck stops with diesel fuel and restaurants; commercial, residential and industrial buildings; buying, selling, leasing and renting all types of real estate; to do everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation operations or any amendment thereof, necessary or incidental to the protection and benefit of the Corporation, and in general, either alone or in association with other corporations, firms, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment or the purpose or the attainment of the objects or the furtherance of such purposes or objects of the Corporation; and to exercise those powers, rights, and procedures set forth in Chapter 607, Florida Statutes, Florida General Corporation Act, and for the purposes of transaction any or all lawful business.

The foregoing paragraph shall be construed as enumerating both objects and purposes of the Corporation; and it is hereby expressly provided that the foregoing

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enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of the Corporation otherwise permitted by law.

ARTICLE V THE CAPITAL STOCK

This Corporation is authorized to issue a maximum of 100,000 shares of a common class stock with \$.10 par value per share.

ARTICLE VI INITIAL OFFICE AND AGENT

The street address of the initial registered office of this Corporation is:

981 SW 111 Way
Davie, Florida 33324

The REGISTERED name of initial registered agent of this Corporation at that address is:

Matthew Lee Mashburn

ARTICLE VII INITIAL BOARD OF DIRECTORS

This Corporation shall have three directors initially. However, the number of directors may be either increased or diminished from time to time in accordance with this Corporation's By-Laws, but there shall never be less than one director. The name and address of the initial directors of this Corporation are:

M.A. O'Brien
2770 White Wing Lane
West Palm Beach, Florida 33409

Matthew Lee Mashburn
981 SW 111 Way
Davie, Florida 33324

Melissa D. Mashburn
981 SW 111 Way
Davie, Florida 33324

**ARTICLE VIII
INCORPORATOR**

The mailing addresses of the undersigned incorporators signing these Articles of Incorporation are:

M. A. O'Brien
2770 White Wing Lane
West Palm Beach, Florida 33409

Matthew Lee Mashburn
981 SW 111 Way
Davie, Florida 33324

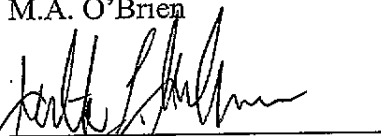
Melissa D. Mashburn
981 SW 111 Way
Davie, Florida 33324

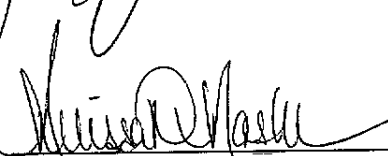
**ARTICLE IX
AMENDMENT**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 7th day of December 2001.


M.A. O'Brien

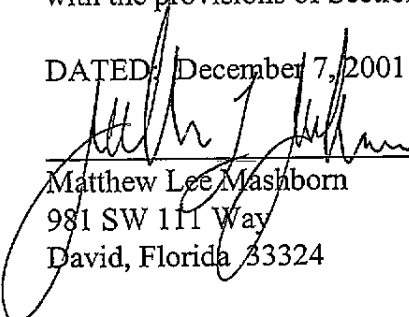

Matthew Lee Mashburn


Melissa D. Mashburn

**CERTIFICATE DESIGNATING THE ADDRESS AND AN AGENT
UPON WHOM PROCESS MAY BE SERVED**

Having been named to accept service of process for Gryphon Oil, Inc., the place designated in its Articles of Incorporation, I agree to act in this capacity and to comply with the provisions of Section 6907.0505 of the Florida Statutes.

DATED: December 7, 2001


Matthew Lee Mashborn
981 SW 111 Way
David, Florida 33324

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