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MARK M. GRIECO

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TRANSMITTAL LETTER

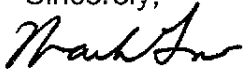
August 8, 2002

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Subject: Circle K Holdings, Inc.

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and a check in the amount of \$78.75. Please file these documents.

Sincerely,



Mark M. Grieco

enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

08-14-02

ARTICLES OF INCORPORATION
OF
CIRCLE K HOLDINGS, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation shall be Circle K Holdings, Inc.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 3109 45TH Street, West Palm Beach, FL 33407.

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is Ten Thousand (10,000) shares of One Cent (\$0.01) par value common stock.

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name of the initial registered agent is Mark Grieco 3109 45th Street, West Palm Beach, Florida 33407.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V INCORPORATOR

The name and address of the person signing these Articles is as follows: Randy Lee Kenyon at the address 3109 45th Street, West Palm Beach, Florida 33407.

ARTICLE VI INDEMNIFICATION

The Corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE VII INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) director initially. The number of directors may either be increased or diminished from time to time by the By-Laws but shall never be less than one. The name and address of the initial director of this Corporation is as follows.

Randy Lee Kenyon 3109 45th Street, West Palm Beach, Florida 33407.

ARTICLE VIII BY-LAWS

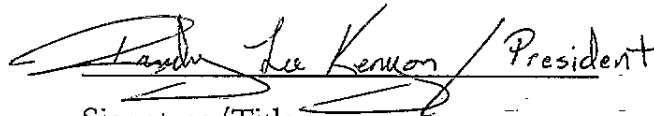
The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended as provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a stockholder's meeting by a majority of the stock issued and entitled to be voted, unless all of the directors and all of the stockholders

sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

The undersigned has executed these Articles of Incorporation this 8th day of August, 2002.


Signature/Title

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Florida Statutes, the undersigned, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the company is: CIRCLE K HOLDINGS, Inc.
2. The name and address of the registered agent and office is:

MARK GRIECO
3109 45TH STREET
WEST PALM BEACH, FL 33407

Signature *Frank Lee Kenyon*
Title: *President*
Date: *8-8-02*

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED AS REGISTERED AGENT AND 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.

Signature *Mark Grieco*
Date: *8-8-02*