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(Requestor's Name)

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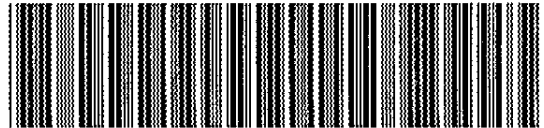
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CAPITAL CONNECTION, INC.

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

Hawton Management Group

Signature _____

Requested by: SW 3/4

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

- ☒ 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 _____
- _____ 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 _____

**ARTICLES OF INCORPORATION
OF
HOWTON MANAGEMENT GROUP, INC.**

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TALLAHASSEE, FLORIDA

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ARTICLE I

NAME

The name of this corporation is Howton Management Group, Inc. and the principal place of business is 3523 Bay Island Circle, Jacksonville Beach, FL 32250.

ARTICLE II

NATURE OF BUSINESS

This corporation is organized for the purpose of consulting and marketing services in the convenience store industry and to engage and transact any and all lawful business permitted under the laws of the State of Florida or any other state and of the United States.

ARTICLE III

CAPITAL STOCK

This corporation is authorized to issue five hundred (500) shares of common stock having a par value of One and no/100 Dollar (\$1.00) per share, which shares shall be and hereby are designated as common shares. Without action by the stockholders, any or all of the authorized shares may be issued by the corporation from time to time for such consideration as may be fixed by the Board of Directors of this corporation.

ARTICLE IV

TERMS OF EXISTENCE

The term for which this corporation shall exist shall be perpetual, commencing on the date of filing these Articles.

ARTICLE V

INITIAL OFFICER(S) AND/OR BOARD OF DIRECTOR(S)

This corporation shall have one (1) person to serve as the initial officer and director. The number of directors may be increased or diminished, from time to time, by amendment to the Bylaws, but in no event shall the number of directors be reduced below one (1). The name and address of the initial director of this corporation is:

<u>Name</u>	<u>Address</u>	<u>Title</u>
Joseph H. Howton	3523 Bay Island Circle Jacksonville Beach, FL 32250	D,P,S,T

ARTICLE VI

INITIAL REGISTERED AGENT

The name and Florida address of the initial registered agent of this corporation is Joseph H. Howton, 3523 Bay Island Circle, Jacksonville Beach, FL 32250. The Board of Directors may, from time to time, change the registered agent or move the registered office to any other address in Florida.

ARTICLE VII

INCORPORATOR

The name and address of the incorporator of this corporation is:

<u>Name</u>	<u>Address</u>
Joseph H. Howton	3523 Bay Island Circle Jacksonville Beach, FL 32250

ARTICLE VIII

BYLAWS

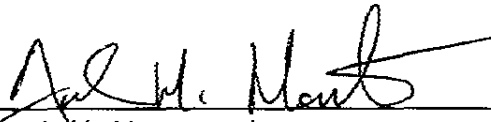
Both the shareholders and the Board of Directors may repeal, amend or adopt Bylaws for the corporation, pursuant to these Articles, except that the shareholders

may prescribe in any Bylaws made by them that such Bylaws shall not be altered, repealed or amended by the Board of Directors.

ARTICLE IX
AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Both the shareholders and the Board of Directors may repeal, amend or adopt Bylaws for the corporation, pursuant to these Articles, except that the shareholders may prescribe in any Bylaws made by them that such Bylaws shall not be altered, repealed or amended by the Board of Directors.

In witness whereof, the undersigned incorporator, being a natural person competent to contract, has hereunto set his hand and affixed his seal this 3rd day of March, 2004.




Joseph H. Howton, Incorporator

State of Florida
County of St. Johns

The foregoing instrument was acknowledged before me this 3rd day of March, 2004 by Joseph H. Howton, who is personally known to me and who did not take an oath.



JUDITH J. ADAMS
MY COMMISSION # DD 252297
EXPIRES: January 17, 2008
Bonded Thru Budget Notary Services



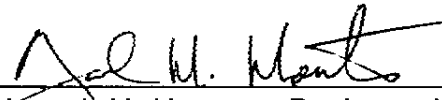
Judith J. Adams, Notary Public, State of Florida
Commission no.: DD 252297
Commission expires: January 17, 2008

[seal]

CERTIFICATE OF ACCEPTANCE AND DESIGNATION
OF REGISTERED AGENT OF
HOWTON MANAGEMENT GROUP, INC.

Pursuant to Sections 48.091 and 607.034, Florida Statutes, the undersigned, having been designated as the initial Registered Agent for the service of process within the State of Florida upon Howton Management Group, Inc., a corporation organized under the laws of the State of Florida, does hereby accept the appointment as such Registered agent for the above-named corporation, and does hereby agree to comply with the provisions of Section 48.091(2) relative to keeping open the Registered Office of said corporation, which Registered Office is located at 3523 Bay Island Circle, Jacksonville Beach, FL 32250.

In witness whereof, I, such designated Registered Agent, have hereunto set my hand and seal at Jacksonville, St. Johns County, Florida on this 31st day of March, 2004.



Joseph H. Howton, Registered Agent

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TALLAHASSEE, FLORIDA