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*name  
change  
Amend*

FILED  
05 SEP-29 PM 4:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED  
05 SEP-29 PM 4:19  
TALLAHASSEE, FLORIDA

*DR  
9/30/05*



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 625058 7131731

AUTHORIZATION :

COST LIMIT : \$ 43.75

ORDER DATE : September 29, 2005

ORDER TIME : 2:29 PM

ORDER NO. : 625058-005

CUSTOMER NO: 7131731

DOMESTIC AMENDMENT FILING

\*\*\* FILE FIRST\*\*

NAME: PHILLIPS OIL, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Troy Todd -- EXT# 2940

EXAMINER'S INITIALS: \_\_\_\_\_

**ARTICLES OF AMENDMENT  
OF  
PHILLIPS OIL, INC.**

FILED  
05 SEP 29 PM 4:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. The Articles of Incorporation of PHILLIPS OIL, INC., a Florida corporation, are hereby amended to change Article I to read as follows:

**ARTICLE I - NAME**

The name of the corporation is FILL-UPS FOOD STORES, INC.

2. The foregoing amendment is pursuant to a resolution adopted by the sole stockholder and directors of the corporation on the 27<sup>th</sup> day of September, 2005. The shares of all of the common stock of the Corporation, representing the only voting group required to vote on the foregoing amendment, voted unanimously for approval of the foregoing amendment.

IN WITNESS WHEREOF, the undersigned President of the corporation has executed these Articles of Amendment on this 27<sup>th</sup> day of September, 2005, with the effective date of these Articles of Amendment being October 1, 2005.

  
\_\_\_\_\_  
RYAN E. PHILLIPS, President

**ACTION TAKEN BY UNANIMOUS WRITTEN CONSENT  
OF THE STOCKHOLDER AND DIRECTORS OF PHILLIPS OIL, INC.  
IN LIEU OF SPECIAL MEETING OF STOCKHOLDER AND DIRECTORS**

The undersigned, being the Stockholder and Directors of PHILLIPS OIL, INC., a Florida corporation (the "Corporation"), do hereby unanimously consent in writing to the adoption of the following resolutions, taking said action in lieu of a special meeting, as permitted by Sections 607.0704 and 607.0821 of the Florida Statutes:

RESOLVED that the name of the Corporation shall be changed to FILL-UPS FOOD STORES, INC., effective October 1, 2005.

FURTHER RESOLVED that the President of the Corporation is hereby authorized to sign an Amendment to the Corporation's Articles of Incorporation for filing with the Secretary of State of Florida, and to take any other appropriate action to effect the name change.

The undersigned certify that they are the only stockholder and directors of the Corporation and are entitled to vote on the foregoing matters and that the taking of such action by written consent of the stockholders and directors is in accordance with the bylaws of the Corporation.

DATED on the dates set forth below.


Stockholder:

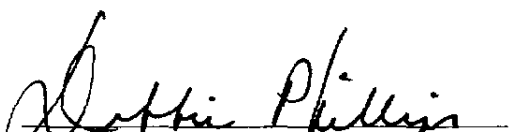
PHILLIPS CAPITAL, INC.

By:   
Ryan E. Phillips, President

Date: SEPTEMBER 27, 2005

Directors:

  
RYAN E. PHILLIPS  
Date: SEPTEMBER 27, 2005

  
DEBBIE PHILLIPS  
Date: SEPTEMBER 27, 2005