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sunshine fuels enterprises, inc.

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

July 26, 2004

EMPIRE CORPORATE KIT COMPANY

SUBJECT: SUNSHINE FUELS ENTERPRISES, INC.
REF: W04000028419

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Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

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ARTICLES OF INCORPORATION

OF

SUNSHINE FUELS ENTERPRISES, INC.

⑤

The undersigned in order to form a Corporation for the purposes hereinafter stated, by and under the provisions of Statutes of the State of Florida, does hereby subscribe to these Articles of Incorporation.

ARTICLE I - NAME

The name of this Corporation is: SUNSHINE FUELS ENTERPRISES, INC.

ARTICLE II - DURATION

This Corporation shall have perpetual existence, commencing on the date of execution of these Articles of Incorporation.

ARTICLE III - PURPOSES

This Corporation is organized for the following purposes:

- a: To engage in every aspect of business of gasoline station and miscellaneous store, other type of business therefor related and any other business as permitted under the laws of the United States and the State of Florida.
- b: To purchase, receive, lease, or otherwise, own, hold, improve, use and otherwise deal with real or personal property or any legal or equitable interest in property wherever located ; to sell, convey, mortgage, pledge, create a security interest in, lease, exchange, and otherwise dispose of all or any part of its property.
- c: In the purchase or acquisition of property, business rights or franchises, or for additional working capital, or for any other objective in or about its business affairs and without limit as to amount: to incur debts and to arise, borrow and secure the payment of

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money in any lawful manner. The Corporation may issue its stock for any lawful purposes, including the acquisition of any other entity. d. To engage in any or all lawful activity and to institute and promote commercial, mercantile, financial and industrial enterprises, and for the purposes of transacting any or all lawful business.

ARTICLE IV - POWERS

This Corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

ARTICLE V - CAPITAL STOCK

This Corporation is authorized to issue 300 shares of \$ 10.00 EACH PAR VALUE, common stock, which shall be designated "COMMON SHARES".

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind of that which he/she already holds, shall have the right to purchase his/her pro rata share thereof, as nearly as may be done without issuance of fractional shares, at the price which it is offered to others.

ARTICLE VII- STREET ADDRESS OF THE CORPORATION'S INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT. PRINCIPAL OFFICE.

The street address of the corporation's initial registered office and principal office is:

: 6801 W. 4th. Ave., Hialeah, FL 33014

and the name of the initial registered agent of the corporation at that office is:

ROBERT M. ALVAREZ

ARTICLE VIII- INITIAL BOARD OF DIRECTORS

This Corporation shall have ONE Director initially. The number of Directors may be either increased or diminished from time to time by the bylaws.

The names and addresses of the initial Directors of this Corporation until the first annual meeting of shareholders or until their successors are elected and qualified are:

NAME	ADDRESS
ROBERT M. ALVAREZ	6801 W. 4 th Ave., Hialeah, FL 33014

ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles is:

NAME	ADDRESS
ROBERT M. ALVAREZ	6801 W. 4 th Ave., Hialeah, FL 33014

ARTICLE X - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 27th day of July, 2004


ROBERT M. ALVAREZ

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

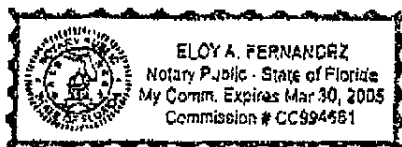
BEFORE ME, the undersigned authority, personally appeared ROBERT M. ALVAREZ who is to me well known to be the person described in and who executed the foregoing Articles of Incorporation as the Incorporator, and he acknowledged to and before

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me that he executed the same for the uses and purposes therein mentioned and set forth.

() who is personally known to me or (X) who has produced FLORIDA DRIVER'S
 LICENSE # A 416-773-69-007-0 as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Miami in the
 said County and State, this 27th day of July, 2004.



Eloy A. Fernandez
 NOTARY PUBLIC, STATE OF FLORIDA
 PRINT NAME: ELOY A. FERNANDEZ

HAVING BEEN NAMED TO ACCEPT SERVICE OR PROCESS FOR:

SUNSHINE FUELS ENTERPRISES, INC.

AT THE PLACE DESIGNATED IN THESE ARTICLES OF INCORPORATION, I
 HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO
 COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE
 PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

DATED THIS 27th DAY OF July, 2004.

Robert M. Alvarez
 ROBERT M. ALVAREZ
 (REGISTERED AGENT)

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