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☐ PICK-UP

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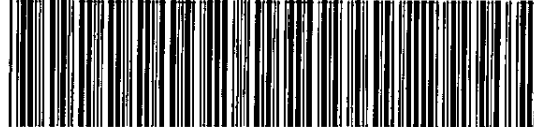
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



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11/14/05--01021--021 **87.50

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05 NOV 14 PM 3:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C8.11-15

THE YAZGI LAW FIRM

Tonia Yazgi
Attorney-at-Law

3123 Beach Boulevard
Jacksonville, Florida 32207

Telephone: (904) 398-8787

Facsimile: (904) 398-8710

November 10, 2005

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

RE: Profit Corporation Filing
Proposed Corporate Name: Callahan Investor Corporation, Inc.
Registered Agent: Farouk Hureira

Dear Sir/Madam:

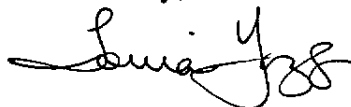
Enclosed for filing please find the following:

1. Original and two copies of the Articles of Incorporation of Callahan Investor Corporation, Inc.;
2. Original Certificate Designating the Registered Agent;
3. Check in the amount of \$87.50 for the filing fee, a certified copy, and a certificate of status.

Please process the enclosed in your usual manner and return the certified copy and certificate of status to me at the address listed above.

Should you have any questions, please feel free to contact me.

Sincerely,



TONIA YAZGI

TY/smy
Encls.

ARTICLES OF INCORPORATION
of
CALLAHAN INVESTOR CORPORATION, INC.

05 NOV 14 PM 3:49
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is: **CALLAHAN INVESTOR CORPORATION, INC.**

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is:

To own, operate and manage a convenience store.

To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind, and description.

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida and in all other states and countries.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

To become guarantor or surety for any other person, firm or corporation for any purpose or transaction whatsoever.

To make gifts of its property or cash, either to charitable organizations or otherwise, when deemed in the interest of the corporation.

To adopt such pension, profit sharing, stock option, and deferred compensation plans for officers, employees and directors and to grant such stock options to officers, employees, directors and others as the board of directors may deem to be in the interest of the corporation.

To have and exercise all of the powers now or hereafter conferred upon corporations by the statutes and laws of the State of Florida.

All of the foregoing in this Article shall be construed as both objects and powers. The enumeration of specific powers and purposes is not intended to restrict or limit in any way the powers or purposes of this corporation.

ARTICLE III. CAPITAL STOCK AND PREEMPTIVE RIGHTS

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is:

100 shares of \$1.00 par value Common Stock

All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote. The corporation hereby elects to have preemptive rights.

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation will begin business is One Hundred Dollars and no/100 (\$100.00) Dollars.

ARTICLE V. TERM

This corporation shall have perpetual existence.

ARTICLE VI. ADDRESS

The post office address of the principal office of this corporation in the State of Florida is:

5350 Top Royal Lane
Jacksonville, Florida 32277

The Board of Directors may from time to time move the office to any other place in Florida.

ARTICLE VII. DIRECTORS

This corporation shall have three (3) Directors initially. The number of Directors may be either increased or diminished from time to time by the bylaws, but shall never be less than one. Any Director may be removed at any time, with or without cause, by the stockholders having the right and entitled to vote at a meeting called for that purpose.

ARTICLE VIII. INITIAL DIRECTORS

The names and post office addresses of the members of the first Board of Directors of this corporation are:

President/Director Farouk Hureira
5350 Top Royal Lane
Jacksonville, Florida 32277

Vice President/Director Akram Chahla
238 Shady Oak Drive
Jacksonville, Florida 32277

[illegible]

ARTICLE VIII-A. REGISTERED OFFICE AND AGENT

The street address of the original registered office of this corporation shall be 5350 Top Royal Lane, Jacksonville, Florida 32277, and the initial Registered Agent at said office shall be Farouk Hureira.

ARTICLE IX. SUBSCRIBERS

The names and post office addresses of the Subscribers of these Articles of Incorporation are:

Farouk Hureira
5350 Top Royal Lane
Jacksonville, Florida 32277

Akram Chahla
6238 Shady Oak Drive
Jacksonville, Florida 32277

Badih Massis
5463 Catspaw Lane
Jacksonville, Florida 32277

ARTICLE X. MISCELLANEOUS

This corporation shall have the right to amend or repeal any provision contained in these Articles of Incorporation and any right conferred upon the stockholders is subject to this provision.

Ownership of stock in this corporation shall be required to make any person eligible to hold office or to become a Director in this corporation.

The stockholders, or any two or more of them, may by agreement recorded in the minute book of this corporation impose such restrictions on the sale, transfer or encumbrance of the stock in this corporation owned by the Subscribers to such agreement as they may see fit. The bylaws of this corporation may impose any restrictions on the sale, transfer or encumbrance of the stock of this corporation as may be lawful under the statutes and laws of the State of Florida when such bylaw is adopted or amended.

Any Subscriber or stockholder present at any meeting, either

in person or by proxy, and any Director present in person at any meeting of the Board of Directors shall be conclusively deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice.

Any contract or other transaction between the corporation and one or more of its Directors, or between the corporation and any firm of which one or more of its Directors are members or employees, or in which they are interested, or between the corporation and any corporation or association of which one or more of its Directors are shareholders, members, Directors, officers, or employees or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such Director or Directors at the meeting of the Board of Directors of the corporation, which acts upon, or in reference to, such contract or transaction, and notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve or ratify such contract or transaction by a vote of a majority of the directors present, such interested Director or Directors to be counted in determining whether a quorum is present, but not to be counted in calculating the majority necessary to carry such vote. These provisions shall not be construed to invalidate any contract or other transaction which would otherwise be valued under the common law and statutory law applicable thereto.

The Board of Directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as Directors, and to fix the basis and conditions upon which such compensation shall be paid. Any Director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

ARTICLE XI. INDEMNITY

This corporation is authorized to indemnify any Director, officer, or employee, or former Director, officer or employee of this corporation, or any person who may have served at its request as a Director, officer or employee of another corporation in which it owns shares of capital stock, or of which it is a creditor, against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been such Director, officer, or employee, except in relation to matters as to which he shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty. This corporation may also reimburse to any Director, officer, or employee the reasonable costs of settlement of any such action, suit, or proceeding, if it shall be found by a majority of a committee composed of the Directors of this

corporation not involved in the matter in controversy (whether or not a quorum) that it was to the interests of this corporation that such settlement be made and that such Director, officer, or employee was not guilty of negligence or misconduct. Such indemnification or reimbursement shall not preclude such Director, officer, or employee from exercising any rights to which he may be entitled under the bylaws or otherwise.

ARTICLE XII. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XIII. MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law. Furthermore, the directors of this corporation may take action by written consent, as provided by law.

IN WITNESS WHEREOF, the undersigned Incorporators, being natural persons competent to contract, have hereunto set their hands and affixed their seals this 16th day of November, 2005.

J. Hureira (SEAL)
Farouk Hureira

Akram Chahla (SEAL)
Akram Chahla

Badih Massis (SEAL)
Badih Massis

STATE OF FLORIDA

COUNTY OF DUVAL

I hereby certify that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared:

Farouk Hureira, who presented a Florida Driver's License Number _____, as identification, personally known

Akram Chahla, who presented a Florida Driver's License Number, personally known, as identification, and,

Badih Massis, who presented a Florida Driver's License Number _____, as identification, personally known

to me known to be the persons described as Subscribers in and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 10th day of November, 2005.



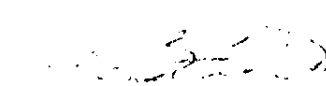
Tonia Yazgi
Notary Public, State of Florida
Print Name: TONIA YAZGI
My Commission Expires: 10/17/07

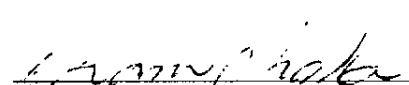
CERTIFICATE

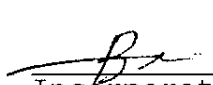
DESIGNATING REGISTERED AGENT AND PLACE OF BUSINESS FOR THE SERVICE OF PROCESS WITHIN THIS STATE.

Pursuant to Section 607.0501, Florida Statutes, the following is submitted:

That CALLAHAN INVESTOR CORPORATION, INC., desiring to organize under the laws of the State of Florida with its registered office, as indicated in the Articles of Incorporation, in the City of Jacksonville, County of Duval, State of Florida, has named Farouk Hureira, 5350 Top Royal Lane, Jacksonville, Florida 32277 as its agent to accept service or process within the State of Florida.

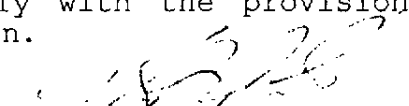

Incorporator


Incorporator


Incorporator

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named corporation, at the place designated in this Certificate, I hereby accept such appointment and agree to act in this capacity, and agree to comply with the provisions of law relating to keeping said office open.


Registered Agent

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05 NOV 14 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA