

JAN. 17 2007 03AM AS RICARDO MARTINEZ- CID
PORTAL 7469

Florida Department of State
Division of Corporations
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FLORIDA PROFIT/NON PROFIT CORPORATION

JND HOLDINGS CORPORATION

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RICARDO MARTINEZ

NO. 856

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FLORIDA BAR NO. 157029 / AUDIT NUMBER: H07000006369 3

**ARTICLES OF INCORPORATION
JND HOLDINGS CORPORATION**

Article I - Name

The name of this corporation is JND HOLDINGS CORPORATION.

Article II - Purpose

This corporation is organized to establish, develop and exploit quality gasoline service centers, with convenience stores, and for all other lawful businesses.

Article III- Capital Stock

This corporation is authorized to issue Five Hundred Thousand (500,000) shares of One and No/100 (\$1.00) Dollars par value common stock.

Article IV - Preemptive Rights

Every shareholder, upon the sale for cash of any new common stock of this corporation, shall have the right to purchase his pro-rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article V - Initial Principal, Registered Office and Agent

The initial principal address of this corporation is JULIO FLORES, of 2220 NW 72 Avenue, Pembroke Pines, Florida 33024. The name of the initial Registered Agent of this Corporation is JULIO FLORES, of 2220 NW 72 Avenue, Pembroke Pines, Florida 33024.

Article VI - Initial Board of Directors and Officers

This corporation shall have two (2) director initially. The number of directors may either increase or diminish from time to time by the by-laws, but shall never be less than one (1). The initial directors of this corporation are JULIO FLORES and DALIA FLORES, of 2220 NW 72 Avenue, Pembroke Pines, Florida 33024, who shall also respectively serve as the initial president, and vice-president, treasurer and secretary of the corporation. MIGUEL GUTIERREZ, who shall serve as vice-president of this corporation, of 2220 NW 72 Avenue, Pembroke Pines, Florida 33024.

Prepared by: Ricardo Martinez-Cid

1699 Coral Way, Suite 510, Miami, Florida 33345-2860

Telephone (305) 859-7494/ Facsimile (305) 858-2513

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Article VII - Incorporator

The name and address of the person signing these Articles is MIGUEL GUTIERREZ, of 2220 NW 72 Avenue, Pembroke Pines, Florida 33024.

Article VIII - Beginning of Corporate Existence

This corporation shall begin its corporate existence five (5) days before these articles are filed with the State of Florida, Secretary of State.

Article IX - By-Laws

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

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporated, this January 8, 2007.


MIGUEL GUTIERREZ

Prepared by: Ricardo Martinez-Cid
1699 Coral Way, Suite 510, Miami, Florida 33345-2860
Telephone (305) 859-7494/ Facsimile (305) 858-2513
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RICARDO MARTINEZ

NO. 856 P. 6

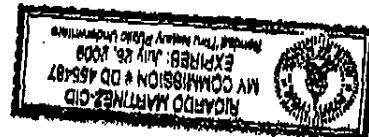
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STATE OF FLORIDA)
COUNTY OF MIAMI-DADE) S.S.

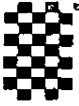
BEFORE ME, the undersigned Notary Public, personally appeared MIGUEL GUTIERREZ, who provided his Florida driver's license as identification, and he acknowledged before me that he executed the foregoing articles of incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Miami, Miami-Dade County, Florida, this January 8, 2007.

NOTARY PUBLIC
STATE OF FLORIDA



Prepared by: Ricardo Martinez-Cid
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CERTIFICATE DESIGNATING THE ADDRESS AND
AN AGENT UPON WHOM PROCESS MAY BE SERVED

WITNESSETH:

That JND HOLDINGS CORPORATION, desiring to organize under the laws of the State of Florida, which will have its principal office in the State of Florida, County of Miami-Dade, has named JULIO FLORES, located at 2220 NW 72 Avenue, Pembroke Pines, Florida 33024, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named by the first Board of Directors of

JND HOLDINGS CORPORATION

to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby agree to act in the capacity of Registered Agent for said corporation, and agree to comply with the applicable provisions of the Florida Statutes this
January 8, 2007.



JULIO FLORES
Registered Agent

Prepared by: Ricardo Martinez-Cid
1699 Coral Way, Suite 510, Miami, Florida 33145-2860
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