

MOORE & MENKHAUS, P.A.
ATTORNEYS AT LAW

1950000000366
U.S. FEDERAL HIGHWAY
SUITE 210-A
BOCA RATON, FLORIDA 33431-5176

(407) 394-7910
FAX TELEPHONE:
(407) 393-6541

Writer's Direct Dial
(407) 394-7944

December 20, 1994

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

601001359576
-12/21/94--01131--013
***122.50 ***127.50

Re: Circle K Land Company

Dear Sir/Madam:

I represent Circle K Land Company, a Pennsylvania corporation. The owners, officers and directors of Circle K Land Company have voted to create a Florida corporation and to merge the Pennsylvania corporation into the Florida corporation prior to December 31, 1994.

Enclosed and filed herewith are the original Articles of Incorporation for the new Florida entity of the same name, Circle K Land Company, together with a copy of the Articles of Incorporation for certification. Also enclosed is a check made payable to the Secretary of State in the amount of \$122.50 for the cost of filing these articles.

Kindly acknowledge receipt of the enclosed by date stamping the enclosed copy of this letter and return it to me in the enclosed self-addressed, postage prepaid envelope provided for your convenience. Please give me a call if you have any questions.

Very truly yours,

MOORE & MENKHAUS, P.A.

By:

W. Rodgers Moore

WRM/lb
Enclosures

cc: Eugene W. Kligmann

FILED
SECRETARY OF STATE
94 DEC 30 AM 10:17

SDG
12-30-94

ARTICLES OF INCORPORATION
OF
CIRCLE K LAND COMPANY

ARTICLE I
NAME

The name of this corporation is: Circle K Land Company.

ARTICLE II
PURPOSE

To engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III
CAPITAL STOCK

This corporation is authorized to issue a total of 5,000 shares of common stock, par value \$.001 per share.

The common stock of the corporation shall have the following characteristics:

- (a) At all meetings of the stockholders, the voting common stockholders shall be entitled to cast one (1) vote for each share of voting common stock owned. That a voting common stockholder is interested in a matter to be voted upon shall not disqualify him or her from voting thereon.
- (b) Except as otherwise provided by law, the entire voting power for the election of the directors and for all other purposes shall be vested exclusively in the holders of the outstanding voting common stock.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
94 DEC 30 AM 10:17

ARTICLE IV
TERM OF EXISTENCE

This corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT
AND ADDRESS OF CORPORATION

The street address of the initial registered office of this corporation is 4800 North Federal Highway, Suite 210-A, Boca Raton, Florida 33431, and the name of the initial registered agent of this corporation is W. Rodgers Moore, Esq. The Board of Directors may, from time to time, change the registered office of the corporation as well as the registered agent.

The street and mailing address of the corporation is: 8510 N.W. 56th Street, Miami, Florida 33166.

ARTICLE VI
INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director(s) initially. The number of directors may be either increased or diminished from time to time in accordance with the By-Laws, but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

Eugene W. Kligmann

2745 Stirrup Lane

Ft. Lauderdale, Florida 33331

ARTICLE VII
AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner provided by law.

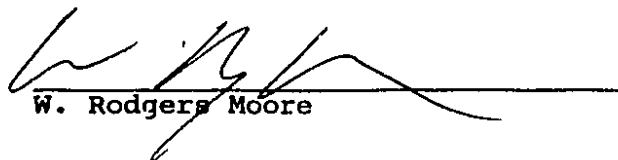
ARTICLE VIII
CLASS VOTE

Any merger, reorganization, consolidation, recapitalization or dissolution of the Corporation shall require the approval of holders of a majority of the shares of voting common stock.

ARTICLE IX
INCORPORATOR

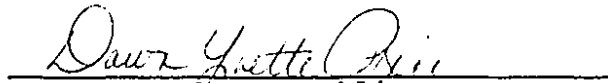
The name and address of the persons signing these Articles are: W. Rodgers Moore, Esquire, 4800 North Federal Highway, Suite 210-A, Boca Raton, FL 33431.

IN WITNESS WHEREOF, the undersigned subscribers and registered agent has executed these Articles of Incorporation as of this 20th day of December, 1994.

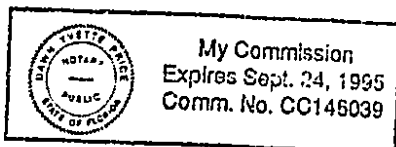

W. Rodgers Moore

STATE OF FLORIDA)
) ss:
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 20th day of December, 1994 by W. Rodgers Moore who is personally known to me or who has produced his Driver's License as identification and who did (did not) take an oath.


Notary Public
Dawn Yvette Daise
(Print Name)

My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

Having been designated to accept service of process for the above-stated corporation, at the place set forth hereinabove, I hereby accept such designation and agree to act in such capacity and to comply with all provisions of Section 607.325 Florida Statutes.



Registered Agent

W. Rodgers Moore
(Print Name)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
94 DEC 30 AM 10:17

KLIGMAN\CIRCLEX.ART
12/20/94 12:00pm

MOORE & MENKHAUS, P.A.

ATTORNEYS AT LAW

4800 N. FEDERAL HIGHWAY
SUITE 210-A
BOCA RATON, FLORIDA 33431-5176

(407) 394-7910
FAX TELEPHONE:
(407) 393-6541

P95000000366

Writer's Direct Dial
(407) 394-7944

December 28, 1994

VIA FEDERAL EXPRESS

c/o Steve Godfrey
Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

EFFECTIVE DATE
12-31-94

CT 70
7000001875347
-01/16/95--01038--050
*****70.00 *****70.00

Re: Articles of Merger of Circle K Land Company, Inc., a
Pennsylvania corporation, into Circle K Land Company
, a Florida corporation

Dear Mr. Godfrey:

Enclosed and filed herewith are Articles of Merger of Circle K Land Company, Inc. effective December 31, 1994.

Also enclosed is our check in the amount of \$70.00 to cover the cost of this filing on behalf of Circle K Land Company, Inc., a Florida corporation.

Please acknowledge receipt and filing by stamping the enclosed copy of this letter and the Articles of Merger with your date stamp and return them to me in the self-addressed stamped envelope.

Please contact me immediately if you have any questions or if there are any problems complying with this letter.

Very truly yours,

MOORE & MENKHAUS, P.A.

By: 
W. Rodgers Moore

WRM/lb
Enclosures

cc: Eugene W. Kligmann
Mr. John H. Stewart

FILED
DEC 30 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Rec'd
12-30-94

P9500000366



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

ARTICLES OF MERGE
Merger Sheet

MERGING: -----

CIRCLE K LAND COMPANY, INC., a Pennsylvania corporation, P30373

INTO

CIRCLE K LAND COMPANY, a Florida corporation, P95000000366.

File date: December 30, 1994 , effective December 31, 1994

Corporate Specialist: Darlene Connell

**ARTICLES OF MERGER
OF
CIRCLE K LAND COMPANY, INC.
A Pennsylvania corporation
INTO
CIRCLE K LAND COMPANY
A Florida corporation**

EFFECTIVE DATE

FILED
24 DEC 30 PM 4:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations hereby adopt the following Articles of Merger for the purpose of merging them into one of such corporations:

1. The following Plan of Merger was approved by the directors and shareholders of each of CIRCLE K LAND COMPANY, INC., a Pennsylvania corporation ("PA") and CIRCLE K LAND COMPANY, a Florida corporation ("FLA"), in the manner prescribed by the Florida Business Corporation Act on December 28, 1994.

A. Pursuant to Section 607.1105 of the Florida Business Corporation Act, PA shall be merged into FLA (the "Merger"). FLA shall be the surviving corporation and shall continue its corporate existence subject to the laws of the State of Florida.

B. The Merger shall become effective December 31, 1994, before which date these Articles of Merger shall be filed with the Secretary of State of Florida. December 31, 1994 is hereinafter referred to as the "Effective Time of the Merger".

C. At the Effective Time of the Merger, (i) the Articles of Incorporation of FLA shall be the Articles of Incorporation of the surviving corporation, (ii) the By-Laws of FLA shall be the By-Laws of the surviving corporation, and (iii) the directors and officers of FLA shall be the directors and officers of the surviving corporation.

D. At the Effective Time of the Merger, all shares of PA shall be canceled. FLA shall issue 250 shares to Eugene W. Kligmann; 250 shares to Mark DiSimone; 250 shares to Joseph Aloe; 62.5 shares to John H. Stewart, Jr., 62.5 shares to Paul C. Stewart; 62.5 shares to Bonnie J. Stewart; and 62.5 shares to Gary W. Stewart.

E. The ownership percentages in FLA, the surviving corporation, shall be identical to the prior holdings in PA as follows:

Eugene W. Kligmann	25%
Mark DiSimone	25%

Joseph Aloe	25%
John H. Stewart, Jr.	6.25%
Paul C. Stewart	6.25%
Bonnie J. Stewart	6.25%
Gary W. Stewart	6.25%


F. At the Effective Time of the Merger, FLA shall succeed, without further transfer, to all rights and property of PA, and shall be subject to all debts and liabilities of PA in the same manner as if FLA had itself incurred them, all with the effect set forth in the Florida Business Corporation Act.

2. The Plan of Merger was adopted by the directors and shareholders of each PA and FLA, by their written consent on December 28, 1994 prior to execution of these Articles of Merger.

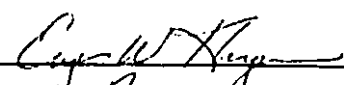
Dated: Effective as of December 28, 1994.

ATTEST:

CIRCLE K LAND COMPANY, INC.
a Pennsylvania corporation



Secretary
J. H. Stewart
[Please Print Name]

By: 

Title: President

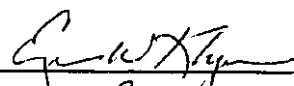
(Corporate Seal)

ATTEST:

CIRCLE K LAND COMPANY
a Florida corporation



Secretary
J. H. Stewart
[Please Print Name]

By: 

Title: President

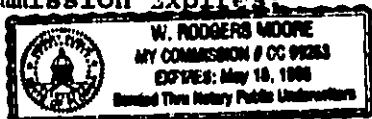
(Corporate Seal)

STATE OF FLORIDA)
) ss:
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 28th of December, 1994 by Eugene W. Kligmann, as President of CIRCLE K LAND COMPANY, a Florida corporation, on behalf of the corporation who is personally known to me or have produced his/her Driver's License as identification and ~~did~~ (did not) take an oath.

Signature: *[Signature]*
Printed Name: W. Rodgers Moore
Notary Public

My Commission Expires:

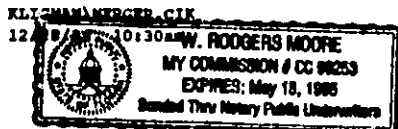


STATE OF FLORIDA)
) ss:
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 28th day of December, 1994 by Eugene W. Kligmann, as President of CIRCLE K LAND CORPORATION, INC., a Pennsylvania corporation, who is personally known to me or have produced his/her Driver's License as identification and did (did not) take an oath.

Signature: *[Signature]*
Printed Name: W. Rodgers Moore
Notary Public

My Commission Expires:



FILE NOW: FILING FEE AFTER MAY 1 IS \$225.00

CORPORATION
ANNUAL REPORT
1995



RECEIVED
AND
FILED

DOCUMENT # P95000000366 (1)

CIRCLE K LAND COMPANY

DEC 27 PM 2:35

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Principal Office of Corporation

Mail Stop Address

8510 NW 56 ST
MIAMI FL 33166

8510 NW 56 ST
MIAMI FL 33166

21	22	23	24	25	26	27	28	29	30
1. Principal Office of Corporation					2a. Mailing Address				
State, Apt. #					State, Apt. #				
City & State					City & State				
Zip					Zip				

9. Name and Address of Current Registered Agent

MOORE, W. RODGERS
4800 N FEDERAL HWY
SUITE 210-A
BOCA RATON FL 33431

3	4	5	6	7	8	9	10
3. Date of Report				4. Filing Date			
12/30/1994				25-1471374			
5. Information on State (Required)				6. Information on State (Optional)			
7. Information on State (Optional)				8. Information on State (Optional)			
9. Information on State (Optional)				10. Name and Address of New Registered Agent			

\$8.75 Additional
Fee Required

\$5.00 New Bo
Added to Fee

FL 85

SIGNATURE

12.	13.
OFFICERS AND DIRECTORS	
NAME	D
NAME	KLIGMANN, EUGENE W
STREET ADDRESS	2745 STIRRUP LN
CITY & ZIP	FT LAUDERDALE FL 33331
NAME	
STREET ADDRESS	
CITY & ZIP	
NAME	
STREET ADDRESS	
CITY & ZIP	
NAME	
STREET ADDRESS	
CITY & ZIP	
NAME	
STREET ADDRESS	
CITY & ZIP	

14.	15.
ADDITIONAL INFORMATION	
1. NAME	
2. NAME	
3. NAME	
4. NAME	
5. NAME	
6. NAME	
7. NAME	
8. NAME	
9. NAME	
10. NAME	
11. NAME	
12. NAME	
13. NAME	
14. NAME	
15. NAME	
16. NAME	
17. NAME	
18. NAME	
19. NAME	
20. NAME	

SIGNATURE:

Eugene W. Kligmann
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

2/28/95 (315)
7:14910