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TO: DIVISION OF CORPORATIONS DEPARTMENT OF STATE

> STATE OF FLORIDA 409 EABT GAINES STREET

> TALLAHASSEE, FL 32399

FAX: (904) 922-4000

SUITE 200 MIAMI FL 33135-STORMONT CONTACT: RAY PHONE: (306) 641-3694 FAX: (306) 541-3770

1492 W

FLORIDA PROFIT CORPORATION OR P.A. (((H95000000465))) DOCUMENT TYPE:

NAME: J C R GARGIA'S CITGO, CORP.

FAX AUDIT NUMBER: H95000000455 DATE REQUESTED: 01/12/1995

CERTIFIED COPIES: 1 NUMBER OF PAGES: 4

ESTIMATED CHARGE: \$122.50

CURRENT STATUS: REQUESTED TIME REQUESTED: 08:21:42 CERTIFICATE OF BTATUS: 0

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ANTICLES OF INCORPORATION

OE

J C R GARCIA'S CITGO, CORP.

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organised under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is:

and the colorest of Alberta and

J C R GARCIA'S CXYGO, CORP.

The principal place of business and mailing address of this corporation shall be:

5405 PALM AVENUE HIALEAH, PL. 33013

ARTICLE III - DURATION

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Plorida, and shall have perpetual existence.

ARTICLE IV - PURPOSE

The purpose is to engage in any activities or business permitted under the laws of the United States or the State of Florida.

ARTICLE V - STARES

The aggregate number of shares which the corporation shall have authority to issue is the total sum of 1000 shares, having an individual par value of \$1.00. Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only (1) class of stock of this corporation.

H. PALACIDS & ASSOC. (1)

400 SW 107th Quenue # 300

Miami, FL 33174

(305) 220.2113

H. Palacios

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ARTICLE VI

INITIAL REGISTARED AGENT AND STREET ADDRESS
The name and street address of the initial registered Agent of this corporation is:

a) Registered Agent; JUAN C. NIVERA
b) Street address : 1041 W 45th PLACE
NIALEAN, FL 33012

ARTICLE VII - INITIAL BOARD OF PURECTORS
This comporation shall have (2) Directors initially. The number of Directors may be either increased or decreased from time to time by an amendment of the bylaws of the comporation in the manner provided by law, but shall never be less than one. The name and address of the initial Directors of this comporation axes

President: JUAN C. RIVERA - 1041 W 45 PLACE, HIALEAN, FL 33012

Secretary: RITA C. RIVERA - 1041 W 45 PLACE, HIALEAR, FL 33012

The name and address of the incorporator executing these Articles of Incorporation is:

JUAN C. RIVERA - 1041 W 45 PLACE, HIALEAH, PL 33012

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

ARTICLE X - PRESHPTIVE RIGHTS

The holders of the common stock of this corporation shall have proemptive rights to purchase, at prices terms and conditions that shall be negotiated by the interested stockholders. No stockholder of this corporation shall sell any stock of this corporation without first submitting the stock certificates along with a written offer to sell said stock during which time the corporation shall have the right to purchase said stock at a price equal to the written offer for a period of ninety days. The preemptive right of any holder is determined by the ratio to the

(2)

authorized (authorized and innued) shares of common stock held by the holder to all shares of common stock currently authorized (authorized and issued).

TH HITMES MERREOF, the undersigned incorporate has executed those Articles of Incorporation this 9 days of January, 1995.

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as the Registered Agent for the Above corporation for the purpose of accepting service of process at the registered office designated in the Articles of Incorporation, I accept such appointment and am familiar with and accept the obligations provided for in Section 607.325. Florida Statutes.

Dated this 9 days of January, 1995

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dy.

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PUBLIC ACCESS SYSTEM (((H96000007974))) ELECTRONIC FILING COVER BHEET TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPOHATE KIT COMPANY 1402 W FLAGLER ST DEPARTMENT OF STATE BYATE OF FLORIDA 408 EAST GAINES STREET TALLAHASSEE, FL 32388 SUITE 200 MIAMI FL 33136-CONTACT: RAY STORMONT FAX: (904) 922-4000 PHONE: (305) 541-3094 FAX: (305) 841-3770 (((H96000007974))) DOCUMENT TYPE: BASIC AMENDMENT NAME: J C R GARCIA'S CITGO, CORP. FAX AUDIT NUMBER: H95000007974 CURRENT STATUS: REQUESTED DATE REQUESTED: 07/19/1995 TIME REQUESTED: 10:21:14 CERTIFIED COPIES: 0 NUMBER OF PAGES: 2 CERTIFICATE OF STATUS: 0 METHOD OF DELIVERY: FAX ESTIMATED CHARGE: \$36.00 ACCOUNT NUMBER: 072450003255 Note: Planso print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the fax Audit number on the top and bottom of all pages of the document. (((H95000007974))) ** ENTER 'M' FOR MENU, ** ENTER BELECTION AND (CR):

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FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

July 19, 1995

J C R GARCIA'S CITGO, CORP. 5485 PALM AVENUE HIALEAH, FL 33013

SUBJECT: J C R GARCIA'S CITGO, CORP. REF: P95000003187

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

Please correct your document to reflect that it is filed pursuant to the correct statute number.

Amondments are filed in compliance with section 607.1006, Florida Statutes.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6902.

Linda Stitt Corporate Specialist FAX Aud. #: H95000007974 Letter Number: 495A00034629

Division of Corporations - P.O. Box 6327 - Tallahassce, Florida 32314

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SECRETARY OF STATE TALLAHASSEE, FLORIDA

ARTICLES OF AMENDHENT ARTICLES OF INCORPORATION

Pursuant to Section 607-1006, Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: The name of the corporation is:

J C R GARCIA'S CITGO, CORP.,

SECOND: The following amandment of the articles of incorporation was adopted by the corporation:

CHANGE NAME OF CORPORATION, TO WIT:

J C R CITGO, CORP.,

SECOND: This amendment was adopted by UNANIMOUS CONSENT OF ALL THE SHAREHOLDERS of the corporation on the 1st day of July, 1995.

J OR CARCIASE CITGO, CORP.,

JUAN C. RIVERN - PRESIDENT

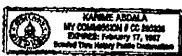
STATE OF FLORIDA)
COUNTY OF DADE

Before me, the undersigned authority, personally appeared JUAN C. RIVERA to me well known to be the person who executed the foregoing articles of amendment to the articles of incorporation and acknowledged before me, according to law, that they made and subscribed the same for purpose therein mentioned and set forth.

IN WITHERS WHEREOF, I have hereunto set my hand and scal this 1st day of July, 1995.

My commission Expires:

Motary Public - State of Florida



H. Palacios, tect. 400 sw 107th aug. # 300 Miami, Fl 33174 (305) 220.2113