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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
1492 W FLAGLER ST
SUITE 200
MIAMI FL 33135- 311-
CONTACT: RAY STORMONT
PHONE: (305) 541-3694
FAX: (305) 541-3770

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: ALEX LAKES CHEVRON, INC.
FAX AUDIT NUMBER: H95000001576
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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
ALEX LAKES CHEVRON, INC.

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:

ALEX LAKES CHEVRON, 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 operate automobile service station business and related business.

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.

PREPARED BY:
CARLOS R. BUSQUETS, ESQ.
780 N.W. LE JEUNE ROAD, SUITE 517
MIAMI, FLORIDA 33126
FLORIDA BAR NO. 205370
PHONE: (305) 448-1200

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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 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 5,000 shares of \$1.00 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: 19020 N.W. 85 CT.

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MIAMI, FLORIDA 33015 and the name of the initial registered agent of the corporation at that office is: ROBERT GARBALOSA

ARTICLE VIII- INITIAL BOARD OF DIRECTORS

This Corporation shall have ONE Directors 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:

N A M E	A D D R E S S
ROBERT GARBALOSA	19020 N.W. 85 COURT MIAMI, FLORIDA 33015

ARTICLE IX - INCORPORATOR

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

N A M E	A D D R E S S
ROBERT GARBALOSA	19020 N.W. 85 COURT MIAMI, FLORIDA 33015

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.

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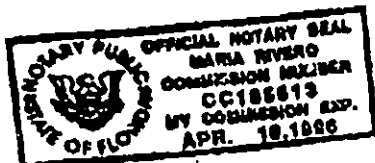
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 7th day of February, 1995.



ROBERT GARBALOSA

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared ROBERT GARBALOSA 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 me that he executed the same for the uses and purposes therein mentioned and set forth.
() who is personally known to me or () who has produced as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Miami in the said County and State, this 7th day of February, 1995.




NOTARY PUBLIC, STATE OF FLORIDA
MARIA RIVERO
PRINT NAME:

HAVING BEEN NAMED TO ACCEPT SERVICE OR PROCESS FOR: ALEX LAKES CHEVRON, 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 7th DAY OF FEBRUARY, 1995.


(REGISTERED AGENT)
ROBERT GARBALOSA

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CLARK COUNTY
FLORIDA

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CARLOS R. BUSQUETS
ATTORNEY AT LAW
782 NW LE JEUNE ROAD, SUITE 632
MIAMI, FLORIDA 33126
TELEPHONE (305) 448-1200
FAX (305) 448-9646

January 6th, 1997

SECRETARY OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FLORIDA 32314

600002055116--8
-01/13/97--01005-018
*****87.50 *****87.50

RE: CHANGE OF NAME OF CORPORATION
OLD NAME: ALEX LAKES CHEVRON, INC.
NEW NAME: ALEX LAKES, INC.
AMENDMENT OF ARTICLES OF INCORPORATION OF ALEX LAKES
CHEVRON, INC.

Dear Sirs:

Enclosed, please find:

- 1) Amendment of the ARTICLES OF INCORPORATION OF ALEX LAKES
CHEVRON, INC., changing its corporate name to ALEX LAKES,
INC.
- 2) My trust account check # 17926 for \$87.50 in
payment of (a) filing fees: \$35.00 (b) a certified copy
of the amendment of Articles of Incorporation to be
mailed to the undersigned: \$52.50

Kindly, forward.

Very truly yours

CARLOS R. BUSQUETS

Encl. as noted

CRB/mnr

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NC

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97 JAN 10 AM 8:35
SECRETARIAT OF STATE
TALLAHASSEE, FLORIDA

AMENDMENT TO ARTICLES OF INCORPORATION
OF
ALEX LAKES CHEVRON, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 JAN 10 AM 8:35

FILED

The undersigned, President and Secretary of ALEX LAKES CHEVRON, INC., certify that at a special meeting of Stockholders of ALEX LAKES CHEVRON, INC., effected on December 1st, 1996, the following resolution was unanimously approved:

RESOLVED: That this Corporation hereby changes its name to ALEX LAKES, INC.

That Article I of the Articles of Incorporation filed on February 8th, 1995, with the Division of Corporations of the State of Florida is hereby Amended to read as follows:

"ARTICLE I-NAME

The name of this Corporation is:
ALEX LAKES, INC."

That this Amendment shall be filed with the proper authorities by the Officers of the Corporation.

The undersigned, as President and Secretary of ALEX LAKES, INC., hereby certify that the foregoing amendment has been approved as the act of this Corporation on the 1st day of December, 1996.

ALEX LAKES, INC.

BY:

DAVID SERRET, PRESIDENT

VIVIAN SERRET, SECRETARY

STATE OF FLORIDA)
:SS
COUNTY OF DADE)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above personally appeared DAVID SERRET, as President and VIVIAN SERRET, as Secretary of ALEX LAKES, INC., known to me the persons who executed the foregoing Amendment and they acknowledged before me that they executed the same.

In witness whereof, I have hereunto set my hand and affixed my seal, in the County and State aforesaid this 1st day of December, 1996.

MY COMMISSION EXPIRES:


NOTARY PUBLIC

