



January 3, 1995

8712 W. Dodge Rd. Suite 204
Omaha, Nebraska 68114
(402) 391-2829

Division of Corporations
PO Box 6327
Tallahassee, FL 32314

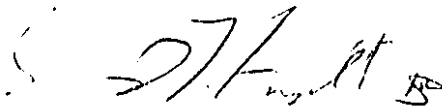
500001873835
-01/09/95--01076--004
****122.50 ****122.50

Dear Division of Corporations:

Please find the Articles of Incorporation for SHEFFIELD'S FUEL 'EM UP STOP, INC. I have enclosed a check for \$ 122.50 for the requisite filing fees. Please send the filed Articles of Incorporation to the above address and they will in turn be forwarded to the Registered Agent at the Registered Office.

Thank you.

I am very truly yours,


Gerard T. Forget III JD, MBA
Attorney-at-Law

W95-677

JB 2/24/95

FILED
1995 FEB 24 PM 3:00
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 10, 1995

GERARD T. FORGET III JD, MBA
8712 W. DODGE ROAD SUITE 204
OMAHA, NE 68114

SUBJECT: SHEFFIELD'S FUEL 'EM UP STOP, INC.
Ref. Number: W95000000677

We have received your document for SHEFFIELD'S FUEL 'EM UP STOP, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

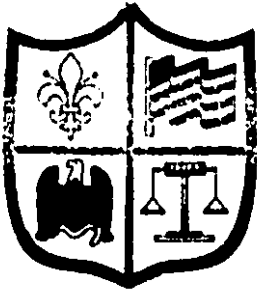
The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

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) 487-6928.

Agnes Bundick
Corporate Specialist

Letter Number: 595A00001141



The Forget Firm

8712 W. Dodge Rd. Suite 204
Omaha, Nebraska 68114
(402) 391-2829

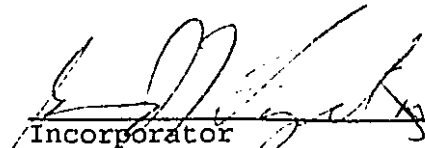
FLORIDA DEPARTMENT OF STATE
Division of Corporations
P O Box 6327
Tallahassee, Florida 32314

February 14, 1995

I am refiling the Articles of Incorporation for Sheffield's Fuel'em Up Stop, Inc. with the statement by the registered agent and the letter you sent me (dated Jan. 10, 1995).

I have not enclosed a check because the fees have paid when I filed the Articles of Incorporation the first time.

Please send the certified copy of the Articles to the address on this letter head. Thank you.


Incorporator

Gerard T. Forget III JD, MBA
Attorney-at-Law

**ARTICLES OF INCORPORATION
OF
SHEFFIELD'S FUEL 'EM UP STOP, INC.**

FILED
1995 FEB 24 PM 3:00
TALLAHASSEE, FLORIDA

We the undersigned incorporators being natural persons of the age of majority, for the purpose of forming a corporation under the applicable Florida State Statutes, hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE ONE. NAME

The name of the corporation is SHEFFIELD'S FUEL 'EM UP STOP, INC.

ARTICLE TWO. DURATION

The duration of the corporation is perpetual.

ARTICLE THREE. PURPOSE

The purpose of the corporation is as follows:

a) To transact any and all lawful business for which corporations may be incorporated under the APPLICABLE FLORIDA STATE STATUTES, as amended from time to time.

b) To carry on its business in the same manner and to the same extent as natural persons could do, in other states and in any part of the world, either alone or in conjunction with partnerships, limited partnerships, associations or corporations.

c) To do everything necessary, proper, advisable or convenient for the accomplishment of the purposes set forth above, and in addition, to do all other things incidental to or in connection with the above which are not forbidden by the laws of the State of Florida, or by these Articles of Incorporation.

ARTICLE FOUR. CAPITAL STOCK

The corporation is authorized to issue one class of stock to be designated common stock. The aggregate number of shares that the corporation is authorized to issue is 100,000 shares of common stock at par value of TEN CENTS (\$0.10) each.

**ARTICLE FIVE. INDEMNIFICATION OF
DIRECTORS AND OFFICERS**

Each director and officer of the corporation, now or hereafter serving in such capacity, shall be indemnified by the corporation against any and all claims and liabilities to which he has or shall become subject to by reason of serving or having served as such director or officer. The corporation shall reimburse each director or officer for all legal expenses reasonably incurred by him in connection with any such claim or liability, provided however that no person shall be indemnified against expenses incurred in connection with any claim or liability arising out of his own willful misconduct or gross negligence.

The amount paid to any officer or director by way of indemnification shall not exceed his actual, reasonable, and necessary expenses incurred in connection with the matter involved. Any additional amounts of reimbursement shall be fixed by a committee of three (3) persons selected by the Board of Directors, and any determination so made shall be binding on the indemnified officer or director.

ARTICLE SIX. SHAREHOLDER PROPERTY

The private property of the shareholders shall not be subject to payment of Corporation debts but shall be exempt from liability therefor.

ARTICLE SEVEN. BYLAWS

The initial Bylaws of the Corporation shall be adopted by the shareholders. Thereafter, the Bylaws, unless otherwise provided under the applicable Florida State Statutes, may be adopted, amended or repealed either by the shareholders or by the Board of Directors at any regular or special meeting.

ARTICLE EIGHT. PREEMPTIVE RIGHTS

Shareholders of the Corporation shall not have preemptive rights to acquire either unissued or Treasury shares of the Corporation.

ARTICLE NINE. DISTRIBUTIONS

The Board of Directors of the Corporation may, from time to time, distribute to the shareholders out of capital surplus of the corporation a portion of its assets, in cash or property, subject only to the limitations imposed by law.

**ARTICLE TEN. INITIAL ORGANIZATION
OF CORPORATION**

Until the directors are elected, the incorporators shall have the direction of the affairs and the organization of the Corporation, and may take such steps as are proper to obtain the necessary subscriptions to stock and to perfect the organization of the Corporation, including calling the first meeting of shareholders for the election of directors.

**ARTICLE ELEVEN. INITIAL REGISTERED OFFICER AND
INITIAL REGISTERED AGENT**

The address of the initial registered office of the corporation in the State of FLORIDA is

Rt. 3 Box 137
I-75 & ST RD 6 Exit 86
Jasper, Florida 32052

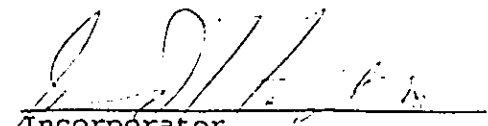
and the name of the initial registered agent at such address is Raymond Chester Sheffield

**ARTICLE TWELVE. NAME AND ADDRESS OF
INCORPORATOR**

The names and addresses of the incorporators are as follows:

Gerard T. Forgét III JD, MBA
American National Bank Building
8990 W. Dodge Rd. - Suite 334
Omaha, NE. 68114

In the witness whereof, these articles of incorporation have been signed in duplicate on this 3rd day of January, 1995.


Incorporator
Gerard T. Forgét III JD, MBA #20067
Attorney-at-Law
of The Forgét Firm
8712 W. Dodge Rd. - Suite 204
Omaha, NE. 68114
(402) 391-2829

FILED
1995 FEB 24 PM 3:00
TALLAHASSEE, FLORIDA

SHEFFIELD'S FUEL'EM UP STOP, INC.
RT 3 Box 137
I-75 & ST RD 6 Exit 86
Jasper, FL 32052

FLORIDA DEPARTMENT OF STATE
Division of Corporations
P O Box 6327
Tallahassee, Florida 32314

February 1, 1995

I, Raymond Chester Sheffield, hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.



Raymond Chester Sheffield ---- Registered Agent