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TINGIRIDES & SCHIRMER

ATTORNEYS AT LAW

STAVROS TINGIRIDES
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Civil Litigation
Corporate and Business Law
Estate Planning and Probate
General Practice
Real Estate
Title Insurance

July 21, 1995

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

400001546354
-07/26/95--01032--011
*****70.00 *****70.00

Re: GEORGE PROTOPAPADAKIS, INC.

Dear Sir or Madam:

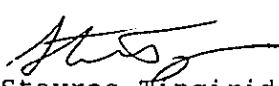
Enclosed is the original copy of the Articles of Incorporation and a Certificate of Designation of Registered Agent for the above-referenced corporation, along with a check for \$70.00 to cover the cost of:

1. filing the Articles of Incorporation, and
2. filing the Certificate of Designation of Registered Agent.

Please return a confirmation to this office in the enclosed envelope once the Articles have been filed.

If you have any questions, please do not hesitate to give me a call. Thank you for your kind assistance.

Very truly yours,


Stavros Tingirides, Esquire

ST:jp
Enclosure(s)
cc: George Protopapadakis, Inc.

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FILED
95 JUL 25 PM 3:52

Articles of Incorporation
for
GEORGE PROTOPAPADAKIS, INC.
(for-profit corporation)

FILED
95 JUL 26 PM 8:52
TALLAHASSEE, FL 32301

The undersigned incorporator, for the purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the Corporation shall be GEORGE PROTOPAPADAKIS, INC.

ARTICLE II - PURPOSES

The general purposes for which the corporation is organized are:

- A. To engage in the business of gas station management and operation, and automotive repair and service.
- B. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act or engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried in connection with or auxiliary to the foregoing business.
- C. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.
- D. To engage in any activity or business permitted under the laws of the State of Florida and of the United States.

ARTICLE III - DURATION

The duration of the corporation is perpetual.

ARTICLE IV - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 2368 Hawthorne Drive, Clearwater, Florida 34623.

ARTICLE V - CAPITALIZATION

The aggregate number of shares of stock which the corporation is authorized to issue is One Thousand (1,000). Such shares shall be of a single class, and shall have a par value of one dollar (\$1.00).

ARTICLE VI - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name of the initial Registered Agent is Stavros Tingirides, Esquire and the street address of the initial Registered Office of this Corporation in the State of Florida is 800 North Belcher Road, Suite 4, Clearwater, Florida 34625. The Board of Directors may, from time to time and without an amendment of these Articles, change the Registered Agent of the Corporation or move the Registered Office to any other address within the State of Florida.

ARTICLE VII - INCORPORATORS

The name and address of the sole incorporator is Stavros Tingirides, Esquire, 800 North Belcher Road, Suite 4, Clearwater, Florida 34625.

ARTICLE VIII - PREEMPTIVE RIGHTS

The Corporation shall have the power to create and issue, with or without any connection to the issue and sale of any shares of stock or other securities, rights, warrants, or options entitling the holders thereof to purchase from the Corporation any shares of its capital stock of any class or classes, upon such terms and conditions and at such times and prices, but not less than par if such shares have par value, as the Board of Directors may provide and which shall be incorporated in an instrument or instruments evidencing such rights. In the absence of fraud, the judgment of the Directors as to the consideration of the issuance of such rights, warrants, or options and the sufficiency thereof shall be conclusive.

ARTICLE IX - DIRECTORS

The number of Directors may be increased or decreased from time to time, by an amendment of the by-laws when such amendment is adopted by the

stockholders, provided that the number of Directors shall never less than one (1).

ARTICLE X - INITIAL DIRECTORS

This Corporation shall have one (1) Director initially. The name and address of the initial Director is:

George Protopapadakis
2368 Hawthorne Drive
Clearwater, Florida 34623

ARTICLE XI - INDEMNITY OF DIRECTORS AND OFFICERS

Any person made a party to any action, suit or proceeding by reason of the fact that he, or his personal representative, is or was a director, officer or employee of the Corporation, or any corporation in which he serves as such at the request of the Corporation, shall be indemnified by the Corporation against the reasonable expenses, including attorney's fees, actually and necessarily incurred by him in connection with the defense of such action, suit or proceeding or in connection with the defense of such action, suit or proceeding, or in connection with any appeal therein, except in relation to matters as to which it shall be judged in such action, suit or proceeding that such officer, director or employee is liable for negligence or misconduct in the performance of his duties.

The foregoing right of indemnification shall not be deemed exclusive of any other rights to which any officer, director or employee may be entitled apart from the provisions of this section..

A director shall not be liable for dividends illegally declared, distributions illegally made to shareholders, or any other action taken in reliance and in good faith upon financial statements of the Corporation represented to him to be correct by the President of the Corporation or the officer having charge of the books of account, or certified by an independent or certified accountant to clearly reflect the financial condition of the Corporation: nor shall he be liable if in good faith in determining the amount available for dividends or distribution, he considered the assets to be of ample value.

ARTICLE XII - BY-LAWS AND STOCKHOLDERS AGREEMENT

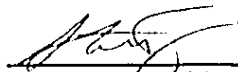
The stockholders, by agreement, or the by-laws of the Corporation may restrict the transfer or encumbrance of any and all of its stock, including but not limited to, provisions for the transfer of the stock owned by retiring, disabled or decreased stockholder, or any stockholder required to sever financial interests in

the Corporation. Where the by-laws are amended for the purpose of changing, modifying or otherwise repealing provisions respecting the management of this Corporation, then only the stockholders of this Corporation shall have the power to so adopt, amend, modify or repeal such by-laws.

ARTICLE XIII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by the laws of the State of Florida. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stockholders entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intentions that the Articles of Incorporation be amended.

The undersigned incorporator has executed these Articles of Incorporation on July 21, 1995.


Stavros Tingirides, Esquire, Incorporator

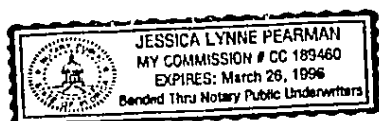
STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY, that on this 21st day of July, 1995, before me, a notary public duly authorized in the State and County above named to take acknowledgments, personally appeared Stavros Tingirides, Esquire, who is personally known to me or who produced _____ as identification, to be the person whose name is subscribed to the above instrument and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he voluntarily executed these Articles of Incorporation for the use and purposes herein contained.

WITNESS my hand and official seal in the County and State above named, this 21st day of July, 1995.


NOTARY PUBLIC

My Commission Expires:



GEORGE PROTOPAPADAKIS, INC.
(for-profit corporation)

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

FILED
25 JUL 25 1995
11:52
CLERK

Pursuant to the provisions of Florida Statutes, sections 607.0501 and 48.091, and Article VI of the Articles of Incorporation of GEORGE PROTOPAPADAKIS, INC., organized under the laws of the State of Florida, the undersigned corporation submits the following statement in designating the registered office and registered agent in the State of Florida.

1. The name of the corporation is GEORGE PROTOPAPADAKIS, INC.
2. The name and address of the registered agent and office is:

STAVROS TINGIRIDES, ESQUIRE
800 NORTH BELCHER ROAD
SUITE 4
CLEARWATER, FLORIDA 34625

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent. I shall serve as Registered Agent until otherwise removed or until I resign pursuant to the laws of the State of Florida.

Dated July 21, 1995


STAVROS TINGIRIDES, ESQUIRE