

P95000062237

ROGERS, TOWERS, BAILEY, JONES & GAY
 (Requestor's Name)
 106 South Monroe Street
 (Address)
 Tallahassee, FL 32301 222-7200
 (City, State, Zip) (Phone #)

FILED
 95 AUG 11 PM 3:26
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

OFFICE USE ONLY

00211245 01031-001
 ****175.00 ****175.00

PLEASE CALL PAT @ 222/7200 if problems.

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. O.C.A.T. INC.
 (Corporation Name) (Document #)
2. _____
 (Corporation Name) (Document #)
3. _____
 (Corporation Name) (Document #)
4. _____
 (Corporation Name) (Document #)

- Walk in Pick up time _____ Certified Copy (TWO)
- Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

ARTICLES OF INCORPORATION
OF
OCAT, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

* * * * *

FIRST: The name of this corporation is

OCAT, INC.

SECOND: This corporation is to have perpetual existence.

THIRD: This corporation is organized for the following purposes:

To engage in the business of purchasing, selling and distributing petroleum and petroleum products; and

To transact any and all lawful business for which a corporation may be organized under the laws of Florida.

FOURTH: The maximum number of shares with par value that this corporation is authorized to have outstanding at any one time is ten thousand (10,000) shares of common stock of a par value of One Dollar (\$1.00) per share.

The consideration for the issuance of shares may be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation. Shares may not be issued until the full amount of the consideration therefor has been paid. When payment of the consideration for which shares are to be issued is received, such shares shall be deemed to be fully paid and non-assessable.

Future services shall not constitute payment or part payment for the issuance of shares. Before the corporation issues shares, the Board of Directors must determine that the consideration received or to be received for shares to be issued is adequate.

In the absence of fraud, the judgment of the Board of Directors as to the value of the consideration received for shares shall be conclusive.

FIFTH: The amount of capital with which this corporation shall begin business is Five Hundred and no/100 Dollars (\$500.00).

SIXTH: The initial mailing address of the corporation is Post Office Box 18247, Jacksonville, Florida 32229-0247. The initial street address of the registered office and principal office of this corporation in the State of Florida is 136 Eastport Road, Jacksonville, Florida 32218. The initial registered agent to accept service of process shall be Christina Hall Bryan at said registered office. The Board of Directors may, from time to time, move the registered office and principal office to any other street address in Florida and change the corporation's mailing address to any other address in Florida. The Board of Directors may, from time to time, designate a different person as its registered agent.

SEVENTH: The number of its Directors shall be not less than one (1) but may be such greater number as may be elected by the stockholders from time to time.

EIGHTH: The names and addresses of the members of the first Board of Directors, who shall hold office for the first year of existence of the corporation or until their successors are elected or appointed and have qualified, are:

<u>Name</u>	<u>Address</u>
Christina Hall Bryan	136 Eastport Road Jacksonville, FL 32218
Donna Marie Hall	136 Eastport Road Jacksonville, FL 32218
Gretchen Hall Swinson	136 Eastport Road Jacksonville, FL 32218

NINTH: The name and address of the incorporator of this corporation, who is the subscriber of the Articles of Incorporation, is as follows:

<u>Name</u>	<u>Address</u>
Fred M. Ringel	1301 Riverplace Blvd., Suite 1500 Jacksonville, Florida 32207

TENTH: In furtherance, and not in limitation, of the powers conferred by statute, the Board of Directors is expressly authorized:

To make and alter the By-laws of this corporation; to fix the amount, if any, to be reserved as working capital over and above its capital stock paid in; to authorize and cause to be executed mortgages and liens upon the real and personal property of this corporation.

From time to time to determine whether and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of this corporation (other than the stock book), or any of them, shall be open to inspection of stockholders; and no stockholder shall have any right of inspecting any account, book or document of this corporation, except as conferred by statute, unless authorized by a resolution of the stockholders or directors.

To designate (whenever the Board of Directors has more than two members) two or more of its number to constitute an executive committee which committee shall for the time being, as provided in a resolution or in the By-laws of this corporation, have and exercise, to the extent permitted by law, any or all of the powers of the Board of Directors in the management of the business and affairs of this corporation and have power to authorize the seal of this corporation to be affixed to all papers which may require it.

Pursuant to the affirmative vote of stockholders of record holding stock in the corporation entitling them to exercise at least a majority of the voting power, given at a stockholders' meeting duly called for that purpose, or when authorized by the written consent of stockholders of record holding stock in the corporation entitling them to exercise at least a majority of the voting power, the Board of Directors shall have power and authority at any meeting to sell, lease or exchange all of the

property and assets of this corporation, including its good will and its corporate franchises, or any property or assets essential to the business of the corporation, upon such terms and conditions as its Board of Directors deem expedient and for the best interests of the corporation.

To determine and fix the compensation of officers, directors, agents and employees of this corporation; to adopt any profit sharing, pension or deferred compensation plan or program or any stock option plan or program or any other benefit plan or program and to determine the contributions to be made by this corporation thereto; to enter into employment contracts with officers, directors, agents and employees of this corporation and to provide therein for regular compensation, bonuses, stock options, deferred compensation and retirement and other benefits. No contract or other transaction between this corporation and one or more of its directors or any other corporation, firm, association or entity in which one or more of the directors of this corporation are directors or officers or are financially interested shall be either void or voidable because of such relationship or interest, because such director or directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction or because his or their votes are counted for such purpose if:

(a) The fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors;

(b) The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

(c) The contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the board, a committee, or the shareholders.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction.

This corporation may in its By-laws confer powers upon its directors in addition to the foregoing and in addition to the powers and authorities expressly conferred upon them by statute.

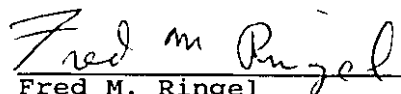
Both stockholders and directors shall have power to hold their meetings, and to have one or more offices within or without the State of Florida, and to keep the books of this corporation (subject to the provisions of the statutes) inside or outside of the State of Florida at such places as may be from time to time designated by the Board of Directors.

ELEVENTH: This corporation reserves the right to amend, alter, change or repeal any provision contain in its Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

I, THE UNDERSIGNED, being the original incorporator hereinbefore named for the purpose of forming a corporation, under the laws of the State of Florida, to do business both within and without the State of Florida, do make, subscribe, acknowledge and file these Articles, hereby declaring and certifying that the facts herein stated are true and, accordingly, have hereunto set my hand and seal this 9th day of August, 1995.

Signed, sealed and delivered
in the presence of:


Print Name: MONA R. RICHARDS

 (SEAL)
Fred M. Ringel


Print Name: JANET L. FOREMAN

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, on behalf of the below named corporation, organized under the laws of the State of Florida, the following statement is submitted in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is OCAT, INC.
2. The name and address of the registered agent and office, as set forth in the corporation's Articles of Incorporation, is:

Christina Hall Bryan
136 Eastport Road
Jacksonville, Florida 32216

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.


Christina Hall Bryan

Date: August 9, 1995

FILED
AUG 11 PM 3:26
SECRET
TALLAHASSEE, FLORIDA

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ROGERS, TOWERS, BAILEY, JONES & GAY
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 (City, State, Zip) (Phone #)

OFFICE USE ONLY

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 -09/14/95 --01021 --033
 ****140.00 ****140.00

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2. _____ (Corporation Name) _____ (Document #)
3. _____ (Corporation Name) _____ (Document #)
4. _____ (Corporation Name) _____ (Document #)

Walk in
 Pick up time 9-14-95 pm
 Certified Copy (T410)
 Mail out
 Will wait
 Photocopy
 Certificate of Status

SECRETARY OF STATE
 TALLAHASSEE FLORIDA
 SEP 14 AM 11:52

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9/14
 Name Change
 C.C.-2

Examiner's Initials	
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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
OCAT, INC.

(Changing its Name to
OCAT Petroleum, Inc.)

RECORDED
53 SEP 14 AM 11:52
SECRETARY OF STATE
TALLAHASSEE FLORIDA

1. The name of this Corporation prior to the change of name herein is OCAT, Inc. This Corporation is organized under the laws of the State of Florida.

2. Article FIRST of the Articles of Incorporation of the Corporation is amended to read as follows:

"FIRST: The name of this Corporation is:

OCAT PETROLEUM, INC."

3. This Amendment was recommended by the Board of Directors to the Corporation's shareholders on September 1, 1995.

4. This Amendment was unanimously approved on September 1, 1995, by the holders of all of the Corporation's outstanding shares of common stock which is the only class of stock authorized and outstanding and, accordingly, is the only group of the Corporation's shareholders entitled to vote on the Amendment. The number of votes was sufficient for approval of this Amendment. This Amendment was, therefore, duly adopted on September 1, 1995.

IN WITNESS WHEREOF, OCAT, INC., (whose name is hereby being changed to OCAT PETROLEUM, INC.) has caused these Articles of Amendment to be executed on this 1st day of September, 1995.

OCAT, INC.

By: Christina Hall Bryan
Christina Hall Bryan
President