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Fabian Bagdes
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804/258-7171
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February 29, 1996

SECRETARY OF STATE
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

RE: Harry's II, Inc.

400001731504
-03/04/96--01121--002
***122.50 ***122.50

Dear Sir:

Please file the enclosed Articles of Incorporation and Acceptance of Registered Agent, and return certified copies of each. A check for \$122.50 is enclosed to cover the necessary fees.

Thank you for your consideration in this matter.

Sincerely,

FB

Fabian Bagdes

enclosures

FILED
96 MAR -4 AM 9:59
SECRETARY OF STATE
TALLAHASSEE FLORIDA

68 3/7/96

FILED

96 MAR -4 AM 8:59

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
HARRY'S II, INC.

The undersigned for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE ONE
NAME

The name of the corporation is HARRY'S II, INC.

ARTICLE TWO
DURATION

The term of existence of the corporation is perpetual.

ARTICLE THREE
PURPOSE

The purpose for which the corporation is organized is operate a gas station and mini-market for profit.

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE FOUR
CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is one thousand (1,000), all of which shall be common shares with no par value.

ARTICLE FIVE
PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued stock or treasury shares of the corporation and any securities of the corporation convertible into or carrying the right to subscribe to or acquire shares of any such unissued stock or treasury shares.

ARTICLE SIX
PRINCIPAL OFFICE

The address of the principal office of the corporation is: 1690 W. Airport Boulevard, Sanford, Florida 32771. The mailing address of the corporation is 1199 East Normandy Boulevard, Deltona, Florida 32725.

ARTICLE SEVEN
REGISTERED OFFICE

The street address of the registered office of the corporation is 1057 Portland Street, Deltona, Florida 32725, and the name of the initial registered agent at such address is Harjinder S. Pannu.

ARTICLE EIGHT
DIRECTORS

The board of directors shall consist of one member, Harjinder S. Pannu, 1057 Portland Street, Deltona, Florida 32725.

ARTICLE NINE
INCORPORATORS

The name and address of the sole incorporator is: Harjinder S. Pannu, 1057 Portland Street, Deltona, Florida 32725.

**ARTICLE TEN
OFFICERS**

The sole officer of the corporation shall be Harjinder S. Pannu, 1057 Portland Street, Daltona, Florida 32725, who shall serve as President/Treasurer.

**ARTICLE ELEVEN
COMMENCEMENT OF EXISTENCE**

The corporation shall be deemed to commence its existence immediately.

**ARTICLE TWELVE
RIGHT TO AMEND ITS ARTICLES OF INCORPORATION**

The board of directors reserves the right to amend these Articles of Incorporation from time to time and in any respect as may be desired.


IN WITNESS WHEREOF, I have signed my name this 26 day of February, 1996.


Harjinder S. Pannu

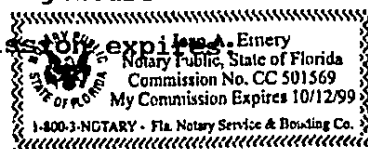
STATE OF FLORIDA
COUNTY OF VOLUSIA

On this 26 day of February, 1996, before me, the undersigned authority, appeared Harjinder S. Pannu, who is personally known to me or who has produced _____ as identification, and whose name is subscribed to the within instrument and having been duly sworn he acknowledged that he executed the same for the purposes contained.

IN WITNESS WHEREOF, I hereunto set my hand and seal.


Notary Signature
Jean A. Emery
Printed Signature

My Commission expires _____



NOTICE OF REGISTERED AGENT

FILED

96 MAR -4 AM 9:00

TO: STATE OF FLORIDA
DEPARTMENT OF STATE

RECEIVED BY STATE
DEPARTMENT OF FLORIDA

The following is submitted in compliance with chapter 48.091, Florida Statutes.

Harry's II Inc., a corporation organizing under the laws of the State of Florida, with its principal office at 1690 W. Airport Boulevard, the City of Sanford, County of Volusia, in the State of Florida, has named Harjinder S. Pannu, who is located at 1057 Portland Street, Deltona, Florida, as its registered agent to accept service of process within the State.

DIRECTOR:


ADDRESS:

Harjinder S. Pannu

1057 Portland Street
Deltona, Florida 32725

ACCEPTANCE:

I agree as resident agent to accept service of process; to keep office open during prescribed hours; to post my name (and the names of any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place as required by law.


Harjinder S. Pannu