

P96000022711

FAIRCHILD AND BERG, P.A.
SUITE 310
701 FISK STREET
JACKSONVILLE, FLORIDA 32204

RONALD D. FAIRCHILD
REBECCA L. BERG
AILISH O'CONNOR
* CERTIFIED ELDER LAW ATTORNEY
BY ELDER LAW FOUNDATION

TELEPHONE 904/355-6700
TELECOMMER 904/355-7300

March 8, 1996

Division of Corporations
Secretary of State
Post Office Box 6327
Tallahassee, Florida 32314

4000001738774
-03/11/96---01055---006
***\$122.50 ***\$122.50

Re: Homestead Travel Center, Inc.

Dear Sir:

Please find enclosed for filing the Articles of Incorporation and Registered Agent Designation form for the above referenced corporation, together with our firm check in the amount of \$122.50 in payment of the filing fee and the cost of a certified copy of the articles.

Please note that the effective date of the corporation is to be March 8, 1996.

The certified copy of the articles should be returned to the undersigned.

Sincerely yours,

Ronald D. Fairchild
Ronald D. Fairchild

RDF/mm

Enclosures

EFFECTIVE DATE
3-8-96

FILED
96 MAR 11 PM 2:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
HOMESTEAD TRAVEL CENTER, INC.

FILED

96 MAR 11 PM 2:26

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this Corporation is:

HOMESTEAD TRAVEL CENTER, INC.

EFFECTIVE DATE:
3-8-96

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is:

(a) To invest, reinvest, deal in, sell, lease or otherwise dispose of items of personal and real property, of all kinds, classes and description, of whatsoever nature, in the State of Florida, or in any other state or country, and to specifically engage in the business of owning and operating an interstate fuel and travel center, and to engage in any and all other business activities which may be permitted under the laws of the State of Florida or the United States.

(b) To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance protection, cooperative association, fraternal benefit society, state fair or exposition.

(c) To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses in the State of Florida and in all other states and countries.

(d) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

(e) To purchase the corporate assets of any other corporation and engage in the same or other character of business.

(f) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the shares of the capital stock of or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership including the right to vote such stock.

(g) To enter into and be a member of or a party to partnerships, limited and general, and joint ventures.

(h) In addition to the powers herein expressly stipulated, this corporation shall have all general corporate rights, powers, privileges and immunities otherwise existing from time to time under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is Ten Thousand (10,000) shares of One Dollar (\$1.00) par value voting common stock; Five Thousand (5,000) of which shares shall be voting shares and Five Thousand (5,000) of which shares shall be non-voting shares.

ARTICLE IV. TERM OF EXISTENCE

This corporation shall begin existence on March 8, 1996, and it shall exist perpetually thereafter.

ARTICLE V. ADDRESS

The initial registered address of the principal office of this corporation in the State of Florida is 701 Fisk Street, Suite 310, Jacksonville, Florida 32204. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VI. DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time, pursuant to by-laws adopted by the directors, but shall never be less than one (1), nor more than five (5) in number. The name and address of the member of the first Board of Directors is:

Ronald D. Fairchild
701 Fisk Street, Suite 310
Jacksonville, Florida 32204

ARTICLE VII. REGISTERED AGENT

The name and street address of the initial registered agent of this corporation, upon whom service of process may be made, are as follows:

Ronald D. Fairchild
701 Fisk Street, Suite 310
Jacksonville, Florida 32204

ARTICLE VIII. INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is:

Ronald D. Fairchild
701 Fisk Street, Suite 310
Jacksonville, Florida 32204

ARTICLE IX. AMENDMENTS

1. These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the corporation's board of directors and proposed by them to the corporation's stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all of the directors and all of the stockholders of the corporation sign a written statement manifesting their intention

that a certain amendment to these articles of incorporation be made.

2. The initial by-laws of this corporation shall be adopted by the board of directors. The by-laws may be amended from time to time as provided therein.


3. Ownership of stock shall not be required to make any person eligible to serve either as an officer or director of this corporation.

4. Any subscriber or stockholder present at any meeting, either in person or by proxy, and any director present in person at any meeting of the board of directors shall conclusively be deemed to have received proper notice of such meeting unless he or she shall make objection at such meeting to any defect or insufficiency of notice.

5. The board of directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

ARTICLE X. INDEMNIFICATION

The corporation shall indemnify any director, officer, or employee, or former director, officer, or employee of the corporation, or any person who may have served at its request as a director, officer, or employee of another corporation in which it owns shares of capital stock, or of which it is a creditor, against expenses actually and necessarily incurred by such person in connection with the defense of any action, suit or proceeding in which he or she is made a party by reason of being or having been such director, officer or employee, except in relation to matters as to which he or she shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty. The corporation may also reimburse any director, officer or employee for the reasonable costs of settlement or any such action, suit or proceeding, if it shall be found by a majority of a committee composed of the directors not involved in the matter in controversy (whether or not a quorum) that it was to the interests of the corporation that such settlement be made and that such director, officer, or employee was not guilty of negligence or misconduct. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other rights to which such director, officer or employee may be entitled under by-law, agreement, vote of shareholders or otherwise.



RONALD D. FAIRCHILD


CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED:

In pursuance of Chapter 48.091, Florida Statutes, the
following is submitted, in compliance with said Act:

First, that HOMESTEAD TRAVEL CENTER, INC., desiring to
organize under the laws of the State of Florida with its
principal office, as indicated in the Articles of Incorporation
at City of Jacksonville, County of Duval, State of Florida, has
named Ronald D. Fairchild, 701 Fisk Street, Suite 310,
Jacksonville, Florida 32204, as its agent to accept service of
process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the
above-stated corporation, at place designated in this
certificate, I hereby accept to act in this capacity, and agree
to comply with the provisions of said Act relative to keeping
open said office.



Ronald D. Fairchild
Registered Agent

FILED
96 MAR 11 PM 2:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P96000022711

FISHER, TOUSEY, LEAS & BALL

ATTORNEYS AT LAW

1 INDEPENDENT DRIVE, SUITE 2000

JACKSONVILLE, FLORIDA 32202

TELEPHONE (904) 388-2000 • FAX (904) 388-0233

JOHN D. BALL
ROBERT A. DAWKINS
MICHAEL W. FISHER
BEVERLY H. FURTICK
JENNIFER R. JUNKER
JOHN E. LAWLOR, III
MICHAEL R. LEAS
MARY A. ROBISON
CLAY B. TOUSEY, JR.

PLEASE REPLY TO:
JACKSONVILLE OFFICE

SUITE 180 A
4 SAWGRASS VILLAGE
PONTE VEDRA BEACH, FLORIDA 32082
(904) 285-2001

March 14, 1996

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

Re: Homestead Travel Center, Inc.

900001745709
-03/15/96--01144--001
*****87.50 *****87.50

Ladies/Gentlemen:

Enclosed is the original and one copy of the Articles of Amendment of Homestead Travel Center, Inc.

Also enclosed is our firm's check, made payable to the Department of State, in the amount of \$87.50 in payment of the \$35.00 filing fee required for this document and the \$52.50 fee for furnishing a certified copy thereof.

Please certify the enclosed copy of the Articles of Amendment and return it to me at your earliest convenience. Thank you for your assistance in this matter.

Sincerely,

Deborah A. Ferguson, CLA
Certified Legal Assistant

Enclosures/58713

Amended

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAR 15 AM 11:18
MAR 20 1996

ARTICLES OF AMENDMENT
OF
HOMESTEAD TRAVEL CENTER, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAR 15 AM 11:18

1. Article III of the Articles of Incorporation of Homestead Travel Center, Inc., a Florida corporation, is hereby amended in its entirety to read as follows:

ARTICLE III. CAPITAL STOCK

(a) Authorized Shares. This corporation is authorized to issue ten thousand (10,000) shares of capital stock, all of which shall have a par value of one dollar (\$1.00) per share. Five thousand (5,000) shares shall be designated as Voting Common shares, and five thousand (5,000) shares shall be designated as Non-Voting Common shares. The preferences, limitations and relative rights of each of these classes of shares shall be identical, except for voting rights, as follows:

i. Voting Common Shares. Each holder of Voting Common shares shall have one vote in respect of each share held by him, and the exclusive voting power with respect to the corporation shall be vested in the holders of the Voting Common shares.

ii. Non-Voting Common Shares. Except as otherwise expressly provided by law, or in the Articles of Incorporation, the holders of Non-Voting Common shares shall have no voting rights and shall not be entitled to notice of meetings of shareholders, and the exclusive voting power with respect to the corporation shall be vested in the holders of Voting Common shares.

(b) Quorum. At all meetings of shareholders, a majority in number of shares entitled to vote at such meetings, present either in person or represented by proxy, shall constitute a quorum.

(c) Capital Stock. The capital of the corporation shall be at least equal to the sum of the aggregate par value of all issued shares having par value, plus such amounts as, from time to time, by resolution of the Board of Directors, may be transferred thereto.

(d) Corporate Liquidation and Dissolution. In the event of voluntary or involuntary liquidation, dissolution or winding up of the corporation, the holders of record of all of the outstanding common stock shall be entitled to receive distribution, ratably, of the remaining assets of the corporation.

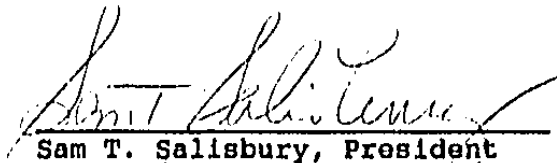
(e) Cumulative Voting. Cumulative voting shall not be permitted.

(f) Restrictions on Transfer of Stock. The shareholders may, by bylaw provisions or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer, or encumbrance of each class of stock of this corporation as they may see fit.

2. The foregoing amendments were adopted by all of the directors and shareholders of the corporation on the 14th day of March, 1996.

3. The foregoing amendments shall become effective when filed with the Secretary of State, State of Florida.

IN WITNESS WHEREOF, the undersigned President of the corporation has executed these Articles of Amendment, this 14th day of March, 1996.


Sam T. Salisbury, President