

3/2/96

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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: PURCELL FUELS, INC.

111 MADISON ST
PO BOX 1531 SUITE 2300
TAMPA FL 33602-
FL 33418-0000

CONTACT: ROSALYN D GIBBS
PHONE: (813) 273-4261
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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
PURCELL FUELS, INC.**

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TALLAHASSEE
SECRETARY OF STATE

The undersigned subscribed to these Articles of Incorporation, a natural person competent to contract, does hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I

NAME and ADDRESS

The name of this corporation is Purcell Fuels, Inc., and the office/mailling address of the principal office of the Corporation is 4720 Windflower Circle, Tampa, Florida 33624.

ARTICLE II

COMMENCEMENT OF CORPORATE EXISTENCE

The corporation's existence shall commence on the date of execution and acknowledgment of these Articles of Incorporation.

ARTICLE III

BUSINESS AND POWERS

A. The general nature of the business or businesses to be transacted by the corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

B. The corporation shall have power to do everything necessary, proper, advisable or convenient for the accomplishment of the purposes hereinbefore set forth, and to do all other things incidental thereto or connected therewith, which are not prohibited by statute or by these Articles of Incorporation.

CARTER B. McCAIN, ESQUIRE
P.O. BOX 1531
TAMPA, FLORIDA 33601
(813) 273-4226
FLORIDA BAR NO.: 777293

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ARTICLE IV**AUTHORIZED SHARES**

The maximum number of shares of stock authorized to be issued by the corporation is 1,000 shares of capital stock, all of which shares shall be common shares of the par value of \$1.00 per share and each of which shall have the same rights and privileges.

Each of the common shares shall entitle the holder thereof to one vote at any shareholders' meeting and otherwise to participate in all such meetings and in the assets of the corporation. They shall be issued for such consideration as may be determined from time to time by the Board of Directors, provided that such consideration shall have a value at least equal to the full par value of such shares. The shares may be paid for in lawful money of the United States of America, or in property, labor or service.

ARTICLE V**PREEMPTIVE RIGHT**

The shareholders shall have preemptive rights to acquire unissued or treasury shares of the corporation or securities of the corporation convertible into or carrying a right to subscribe to or acquire such shares of the corporation.

ARTICLE VI**INITIAL REGISTERED OFFICE**

The street address of the initial registered office of the corporation is 111 Madison Street, Suite 2300, Tampa, Florida 33602 and the post office address is P.O. Box 1531, Tampa, FL 33601, and the name of the initial registered agent at that address is Carter B. McCain, Esquire.

ARTICLE VII**BOARD OF DIRECTORS**

A. Initial Board of Directors: The name and address of the directors of the corporation are:

Diane K. Purcell, President
4720 Windflower Circle
Tampa, Florida 33624

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*Thomas R. Parcell, Secretary
4720 Windflower Circle
Tampa, Florida 33624*

B. Number and Term. The Board of Directors shall be composed of no less than one (1) member who shall be elected at the annual meeting of shareholders to be held at the time and place prescribed in the By-Laws. The exact number of directors may be fixed by the By-Laws or by the shareholders. Directors need not be shareholders of the corporation. They shall hold office after their election for a period of one year or until their successors are duly elected and qualified, subject to their resignation or their removal by the shareholders at any time with or without cause. The initial members of the Board of Directors, as named in this Article, shall hold office for the first year of existence of the corporation or until their respective successors are duly elected and qualified.

C. Powers and Duties. Included among the powers and duties of the Board of Directors are the following:

- (1) electing the officers of the corporation;*
- (2) exercising complete charge of the business of the corporation, including electing committees of the Board and delegating to them, as well as to the officers of the corporation, such powers in the conduct of the corporation's business as may be deemed advisable;*
- (3) determining the compensation of the officers, including those who may also be directors; and*
- (4) specifying the conditions upon which certificates representing shares of the corporation shall be issued, and replacing lost or destroyed certificates by a new issue.*

The foregoing notwithstanding, the powers and duties of the Board of Directors shall be limited as may be provided in the By-Laws or resolutions of the shareholders.

Except as otherwise required by the laws of the State of Florida, the powers and duties of the Board of Directors may be delegated to an Executive Committee.

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ARTICLE VIII**OFFICERS**

- A. Officers of the corporation shall consist of a President, Secretary and Treasurer, as well as such other officers as the Board of Directors may deem advisable.
- B. Officers need not be shareholders of the corporation.
- C. All officers shall have rank, tenure of office, powers and duties as may be prescribed by the By-Laws or the Directors by appropriate resolution.
- D. The names and office of each of the first officers, each of whom shall hold office for the first year of the corporation's existence or until their respective successors are duly elected and qualified, are:

Diane K. Purcell
Thomas R. Purcell

President
Secretary

ARTICLE IX**INCORPORATOR**

The name and street address of the person signing these Articles is:

CARTER B. MCCAIN, ESQUIRE
2300 First Florida Tower
111 E. Madison Street
Tampa, FL 33602

ARTICLE X**INDEMNIFICATION**

- A. Any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including by or in the right of the corporation) by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the corporation against expenses (including reasonable attorney's fees), judgments, fines and amounts

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paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith in a manner he reasonably believed to be in or not opposed to the best interest of the corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful, to the maximum extent permitted by and in the manner provided by the laws of the State of Florida.

B. The corporation shall not, however, indemnify any director, officer or employee with respect to matters as to which he shall be finally adjudged in any such action, suit or proceeding to be liable for gross negligence or willful misconduct in the performance of his duty to the corporation as such director, officer or employee, or to be guilty of fraud or material misrepresentation to the corporation, its Board of Directors, its shareholders, or to any other person, nor in respect of any matter on which any settlement or compromise is effected, where the settlement or compromise shall have substantially exceeded the expense which might have reasonably been incurred by such director, officer or employee in conducting such litigation to its final conclusion. The right of indemnification granted by this Article shall not be conclusive of other rights to which any director, officer or employee may be entitled as a matter of law. Furthermore, additional rights of indemnification may be provided in the By-Laws.

ARTICLE XI

MISCELLANEOUS

A. Other Offices, Agencies and Branches. The corporation may have other offices, agencies and branches at such places either within or without the State of Florida as may be determined by the Board of Directors.

B. Location of Shareholders and Director Meetings. Meetings of the shareholders and directors of the corporation may be held at places within or without the State of Florida, and the place or places for the holding of such meetings may be specified in the By-Laws or by the Board of Directors.

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C. Corporate Policy. It is the strict intent of the company to adhere to all laws, regulations, ethic statements, attorney general opinions and other legal directives as they relate to election of public officials and the conduct of elected public officials in office. The corporation is not authorized to undertake any corporate business that would in any way violate, or potentially violate any laws or regulations relating to the election of public officials and the conduct of public officials in office.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, this 25th day of March, 1996.


CARTER B. MCCAIN
Incorporator

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ACCEPTANCE BY REGISTERED AGENT

The undersigned, Carter B. McCain, as registered agent appointed in accordance with the foregoing Articles of Incorporation, does hereby accept such appointment, and does hereby state that he is familiar with, and accepts, the obligations imposed pursuant to §607.325 of the Florida General Corporation Act.



CARTER B. MCCAIN

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SECRET
TALLAHASSEE, FLORIDA

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