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TO: DIVISION OF CORPORATIONS

STATE OF FLORIDA

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TALLAHASSEE FL 32301

FAX: (904) 922-4000

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FROM: EMPIRE CORPORATION KIT COMPANY

14901 N. WAGLER ST

MIAMI FL 33135-

33401-

CONTACT: RAY STORMONT

PHONE: (305) 641-3094

FAX: (305) 641-3770

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: CORAL WAY TEXACO, INC.

FAX AUDIT NUMBER: H96000004277

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
CORAL WAY TEXACO, INC..

I, the undersigned, do hereby make, subscribe, acknowledge and file these Articles of Incorporation with the Secretary of State of the State of Florida for the purpose of becoming a corporation for profit under the laws of the State of Florida.

ARTICLE I

The name of the Corporation shall be CORAL WAY TEXACO, INC..

ARTICLE II

This corporation is to have perpetual existence, unless dissolved sooner according to the laws of the State of Florida.

ARTICLE III

The general nature of the business and the objects and purposes proposed to be transacted and carried on by this Corporation shall be as follows:

A. To conduct the business of a service station, which business shall include dealing in gasoline and all other petroleum products, all kinds of oils and products used for motor fuel lubrication, all manner of accessories to be used on motor

RAOUL GARCIA-VIDAL, P.A.
COLUMBUS CENTER
SUITE 1450
ONE ALHAMBRA PLAZA
CORAL GABLES, FLORIDA 33134
TELEPHONE: (305) 444-8382
FLORIDA BAR NO.: 209589

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vehicles of every description, and other articles and items used to or desirable for patrons of such a service station; the washing, polishing and storing of motor vehicles, and such other business as is usual, proper and necessary in such enterprise.

B. To merchandise, sell, offer for sale, and distribute at wholesale and retail, foods and foodstuffs of all kinds and descriptions, whether in bulk, package, bottle, or can, including beverages of all kinds and for all purposes, and to generally deal in groceries and grocery products.

C. The foregoing shall be construed as enumerating both objects and powers of the Corporation, but it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this Corporation, and the Corporation may engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE IV

The maximum number of shares of stock which this Corporation is authorized to have outstanding at any time shall be SEVEN THOUSAND FIVE HUNDRED (7,500) having a par value of ONE AND NO/00 (\$1.00) DOLLAR per share, all of which shall be common stock. Each of the shares of such stock shall entitle the holder thereof to one (1) vote at any meeting of the Stockholders. All or any part of such stock may be paid for in cash, in property, in labor, or in

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services, whether the services rendered prior to or after the issuance of the stock, at a fair valuation to be fixed by the Board of Directors of this Corporation, or as fixed by the Stockholders of this Corporation in the event that the Corporation may be merged by the Stockholders.

ARTICLE V

The amount of the capital with which the Corporation shall begin business is not less than FIVE HUNDRED AND NO/00 (\$500.00) DOLLARS.

ARTICLE VI

The initial business office of this Corporation shall be located at 7798 S.W. 24th Street, Miami, Florida 33155, but the Corporation shall have the power to establish such other places of business at such other locations within or without the State of Florida as may be determined or deemed expedient.

The initial Registered Agent of the Corporation shall be RAOUL GARCIA-VIDAL, ESQ., who is located at the street address of COLUMBUS CENTER, Suite 1450, One Alhambra Plaza, Coral Gables, Florida 33134.

ARTICLE VII

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There shall be a Board of Directors of this Corporation which shall consist of not less than one (1) and not more than five (5) Directors. The number of Directors may be increased or decreased

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from time to time by the Board of Directors, or by the Corporate By-Laws, and each of the Directors shall be of full age.

A quorum for the transaction of business shall be a majority of the Directors qualified and active, and the act of the majority of the Directors shall be the act of the Corporation. Subject to the By-Laws, if any, adopted by the Stockholders, the Directors may make the By-Laws. Meetings of the Directors may be held within or without the State of Florida, and Directors need not be Stockholders. The Board of Directors may, by Resolution, designate one (1) or more of their number to constitute an executive committee which, to the extent provided in such Resolution or in the By-Laws of the Corporation, shall have and may exercise the powers of the Board of Directors.

ARTICLE VIII

The name and street address of the members of the First Board of Directors who, subject to these Articles of Incorporation, the By-Laws of this Corporation, and the laws of the State of Florida, shall hold office for the first year of this Corporation's existence, or until an election is held by the Stockholders for the election of permanent Directors, or until their successors have been duly elected and qualified are:

NAME

ADDRESS

ELOY B. GONZALEZ

7798 S.W. 24th Street
Miami, Florida 33155

ARTICLE IX

The name and street address of the incorporator and subscriber to these Articles of Incorporation of this Corporation is:

NAME

ADDRESS

SANDRA LEZCANO

9765 S.W. 126th Terrace
Miami, Florida 33176

ARTICLE X

This Corporation reserves the right to amend, alter, change or appeal any provisions contained in these Articles of Incorporation in the manner now or hereinafter described by Statute.


The Stockholder or Stockholders shall have the power to make or amend the By-Laws of this Corporation and to fix any amount to be reserved for working capital. Private property of the Stockholder or Stockholders shall not be subject to the payment of the corporate debt to any extent whatsoever. The corporation shall have a first lien on the shares of its members or members and upon dividends due them for any indebtedness of such member or members of the Corporation.

IN WITNESS WHEREOF, I, the undersigned, have made and subscribed these Articles of Incorporation at the City of Coral Gables, County of Dade, State of Florida, on the 25th day of March,

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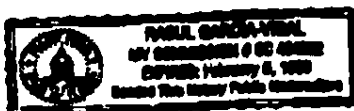
1996 for the uses and purposes last aforesaid.


SANDRA LEZCANO


STATE OF FLORIDA)
) SS
COUNTY OF DADE)

BEFORE ME, the undersigned authority to take acknowledgments and administer oaths, personally appeared SANDRA LEZCANO, to me well known and to me personally known to be the person described herein and who executed the foregoing Articles of Incorporation of CORAL WAY TEXACO, INC., and she freely and voluntarily acknowledged before me, according to the law, that she made and subscribed the same for the uses and purposes herein mentioned and set forth herein.

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



Print:



RAOUL GARCIA-VIDAL
NOTARY PUBLIC, State of Florida
at Large

My commission expires:

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

PURSUANT TO Chapter 48.091 of the Florida Statutes, the following is submitted in compliance with said act:

THAT CORAL WAY TEXACO, INC., desiring to organize under the laws of the State of Florida, with its principal place of business located at 7798 S.W. 24th Street, Miami, Florida 33155, has named RAOUL GARCIA-VIDAL, ESQ., located at the COLUMBUS CENTER, Suite 1450, One Alhambra Plaza, Coral Gables, Florida 33134, as its Registered Agent to accept process within the State of Florida.

BY:

RAOUL GARCIA-VIDAL, Registered Agent

ACKNOWLEDGEMENT

HAVING BEEN MADE TO ACCEPT Service of Process for the above named Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said act in regard to keeping open said office.

BY:

RAOUL GARCIA-VIDAL

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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: EMPIRE CORPORATE KIT COMPANY
1492 W FLAGLER ST
SUITE 20C
MIAMI FL 33135-
CONTACT: RAY STORMONT
PHONE: (305) 541-3004
FAX: (305) 541-3770

DOCUMENT TYPE: BASIC AMENDMENT

NAME: CORAL WAY TEXACO, INC.
FAX AUDIT NUMBER: H90000005458
DATE REQUESTED: 04/17/1996
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AMENDMENT TO ARTICLES OF INCORPORATION

CORAL WAY TEXACO, INC., a Florida corporation, under its corporate seal and the hands of its President and Secretary, ELOY B. GONZALEZ, hereby certify that:

The Officers, Director and Stockholder of the Corporation, ELOY B. GONZALEZ, at a meeting called on the 26th day of March, 1996, adopted the following resolution:

RESOLVED, that from and after the date of the filing of this Amendment to Articles of Incorporation with the Secretary of State of the State of Florida, the name of the corporation is amended, as follows:

ARTICLE I

The name of this Corporation shall be:

CORAL WAY ENTERPRISES, INC.

The meeting of the Officers and the Director and Stockholder, ELOY B. GONZALEZ was held on the 26th day of March, 1996, and at said Special Meeting of the Officers, Director and Stockholder, this Amendment to the Articles of Incorporation was duly adopted by a vote of the Stockholder.

IN WITNESS WHEREOF, said Corporation has caused this Amendment to Articles of Incorporation to be signed in its name by its President and its corporate seal to be hereto affixed and attested by its Secretary this 12th day of April, 1996.

ATTEST:

CORAL WAY TEXACO, INC., a
Florida corporation

Raul Garcia-Vidal, Esq.
One Alhambra Circle
Suite 1450
Coral Gables, FL 33134
(305) 444.8382
FL Bar No. 209589


ELOY B. GONZALEZ, President
and Secretary

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STATE OF FLORIDA)
COUNTY OF DADE) SS

PERSONALLY APPEARED before me, the undersigned authority, duly authorized to administer oaths and take acknowledgements, ELOY B. GONZALES who is PERSONALLY known to be the person described in and who subscribed to the above and foregoing Amendment to Articles of Incorporation, freely and voluntarily acknowledged before me, according to Law, that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Miami, Dade County, Florida this 12th day of April, 1996.



Print:

Sandra Lescano
SANDRA LESCANO
NOTARY PUBLIC, State of Florida
at Large

My comm. expires:

854500000964