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ARTICLES OF INCORPORATION

<u>OF</u>

HARRISON HOLDINGS, INC.



I, the undersigned, being a natural person of legal age, do hereby desire to form a Corporation under the Laws of the State of Florida, and do hereby adopt the following Articles of Incorporation.

- 1. NAME. The name of the Corporation shall be HARRISON HOLDINGS, INC., a Florida Corporation.
- 2. **PRINCIPAL OFFICE OR MAILING ADDRESS.** The Principal Office of the corporation shall be and its mailing address shall be 2998 Moore Drive, Oviedo, Fiorida 32765. The Principal Office and mailing address may be changed from time to time by the Board of Directors.
- 3. STOCK. The maximum number of shares of stock of this Corporation which this Corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having a par value of \$.01 per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors of this Corporation.
- 4. INITIAL REGISTERED OFFICE AND AGENT. The street address of the initial registered office of this Corporation is and the name of the initial registered agent of this Corporation at that address is

Lawrence H. Katz 341 N. Maitland Avenue Suite 120 Maitland, Florida 32751

5. **BOARD OF DIRECTORS.** The business of the Corporation shall be conducted and managed by a Board of Directors consisting of not less than one

member, as fixed from time to time by the By-Laws of this Corporation and the Board of Directors shall be elected or appointed as provided in the By-Laws of this Corporation.

6. INCORPORATOR. The name and address of the Incorporator(s) is as follows:

NAME

ADDRESS

Lawrence H. Katz

341 N. Maitland Avenue Suite 120 Maitland, Florida 32751

- 7. **BY-LAWS**. The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.
- 8. INDEMNIFICATION. Every Director, Officer, employee or agent of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including attorney's fees reasonably incurred or by reason of their being imposed upon him or her, in connection with any proceeding to which he or she may be made a party or in which he or she may become involved by reason of his or her employment or by reason of his or her being or having been a Director, Officer, employee or agent of the Corporation, or any settlement thereof, whether or not he or she is a Director, Officer, employee or agent at the time such expenses are incurred, except in such cases wherein the Director, Officer, employee or agent is adjudged liable for gross negligence or willful and wanton misconduct in the performance of his or her duties as such Officer, Director, employee or agent. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director, Officer, employee or agent may be entitled.

9. AMENDMENT. The Corporation reserves the right to amend, alter, change, repeal and revise any of the provisions of this Corporation's Articles of Incorporation in the manner now, or hereafter prescribed by statute and all rights conferred on shareholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of incorporation on the 26th day of March, 1996.

Lawrence H. Katz

STATE OF FLORIDA COUNTY OF ORANGE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgements, personally appeared Lawrence H. Katz, known to me to be the person described in and who executed the foregoing Articles of Incorporation and who acknowledged before me that he executed the same, that I relied upon the following form of identification of the above-named person: personally known and that an oath (was) (was not) taken.

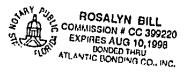
WITNESS my hand and official seal in the County and State last aforesaid this 26th day of March, 1996.

Notary Signature

Printed Notary Signature

My Commission Expires:

corporat\harrison.holdings\articles.inc



FOR THE SERVICE OF PROCESS WITHIN THIS STATE NAMING 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 Harrison Holdings, Inc., desiring to organize under the Laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation in the City of Oviedo, County of Seminole, State of Florida, has named Lawrence H. Katz, 341 N. Maitland Avenue, Suite 120, Maitland, Florida 32751, as its agent to accept process within this state.

Having been named 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 relative to keeping open said office.

Lawrence H. Katz, Resident Agent

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SECRETARY OF STATE
ANASSEE FLORIDA

networks PRESTRUCTURAL ELIGNER FINANCIAL SERVICES

ACCOUNT NO.

: 072100000032

REFERENCE

906461

881550

AUTHORIZATION :

300001774463 -04/03/35--01130--004

COST LIMIT : 4 PREPAID

++++105.00 +++++87.50

ORDER DATE : April 3, 1996

ORDER TIME : 2:45 PM

ORDER NO. : 906461

CUSTOMER NO:

-88155A

CUSTOMER: Lawrence H. Katz, Esq

Lawrence H. Katz, Esq

Suite 120

341 North Maitland Avenue

Maitland, FL 32751

DOMESTIC AMENDMENT FILING

NAME :

HARRISON HOLDINGS, INC.

XX ARTICLES OF AMENDMENT RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Victoria L. Perez

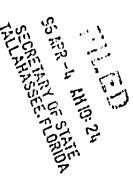
EXAMINER'S INITIALS:

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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPURATION

<u>OF</u>

HARRISON HOLDINGS, INC. (a Florida Corporation)



ARTICLE I of the Articles of Incorporation of HARRISON HOLDINGS, INC., is amended to read as follows:

ARTICLE 1

NAME OF CORPORATION

- 1. The name of the Corporation is WINTER PARK FUEL COMPANY, INCORPORATED.
- 2. The foregoing Amendment was adopted unanimously by the Shareholders and Directors of this Corporation on the 29th day of March, 1996.

Witness

Richard Harrison, President

Witness Printed Name

(CORPORATE SEAL)

TVICTOS TANCCO INC

Witness Printed Name

STATE OF FLORIDA **COUNTY OF ORANGE**

The foregoing instrument was acknowledged before on this 29th day of March, 1996, by Richard Harrison as President for Harrison Holdings, Inc., a Florida Corporation.

Notary SignaturWRENCE H. KA17 COMMISSION & CC 201089 EXPIRES JUL 20 1007 Atlantic Bonding Co Inc.

Notary Printed Name

Personally Known ___ or Produced Identification >__. Type of Identification Produced // Particular Lacare

CERTIFICATE

I, CARRIE HARRISON, Secretary of HARRISON HOLDINGS, INC., a Florida Corporation, do hereby certify that on the 29th day of March, 1996, at a Joint Meeting of the Shareholders and Board of Directors of the said Corporation, at which meeting a quorum of both Shareholder and members of the Board of Directors were present, the following resolution was unanimously adopted:

RESOLVED, that effective this date the name of this Corporation pursuant to Article I of the Articles of Incorporation of this Corporation, be amended to allow for the name of this Corporation to be WINTER PARK FUEL COMPANY, INCORPORATED, in the following manner:

ARTICLE I

<u>NAME</u>

The name of this Corporation shall be WINTER PARK FUEL COMPANY, INCORPORATED, a Florida Corporation.

and, the officers of this Corporation be and the same are hereby authorized and directed to execute any and all documents necessary to cause the name of this Corporation to be changed in the records of the Secretary of State of Florida as provided for in this resolution.

Dated this 29th day of March, 1996.

Carrie Harrison, as Secretary of HARRISON HOLDINGS, INC.