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STATE OF FLORIDA
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MIAMI FL 33135
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PHONE: (305) 541-3694
FAX: (305) 541-3770
FAX: (904) 922-4000
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: TRIAL SHELL, INC.
FAX AUDIT NUMBER: H96000000268
DATE REQUESTED: 05/02/1996
CERTIFIED COPIES: 1
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96 MAY -3 PM 4:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DIVISION OF CORPORATIONS

96 MAY -3 AM 11:34

RECEIVED

ARTICLES OF INCORPORATION

OF

TRAIL SHELL, INC.

FILED
96 MAY -3 PM 4:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida in accordance with Section 607.0202, Florida Statutes.

ARTICLE I

CORPORATE NAME

The name of this Corporation is:

Trail Shell, Inc.

ARTICLE II

TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE III

NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the United States and of the State of Florida.

James D. Payor, J.D., C.P.A.
299 Alhambra Circle, Suite 221
Coral Gables, Florida 33134
Cen No. 0027934
(305)444-4143

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ARTICLE IV

CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is One Hundred (100) shares of common stock having a par value of One (\$1.00) Dollar per share.

ARTICLE V

REGISTERED AGENT AND INITIAL REGISTERED AND PRINCIPAL OFFICE

The Registered Agent and the street address of the initial registered and principal office of this Corporation in the State of Florida shall be:

James D. Payer, J.D., C.P.A.
299 Alhambra Circle
Suite 221
Coral Gables, Florida 33134

The Board of Directors may, from time to time, move the registered office to any other address in the State of Florida.

ARTICLE VI

BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time by By-Laws adopted by the Board of Directors, but shall

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never be less than one (1).

ARTICLE VII

INITIAL DIRECTOR

The name of the Initial Director of this Corporation and his street address is:

James D. Payer, J.D., C.P.A.
299 Alhambra Circle, Suite 221
Coral Gables, Florida 33134

The person named as Initial Director shall hold office for the first year of existence of this Corporation or until his successor is elected or appointed and has qualified, whichever occurs first.

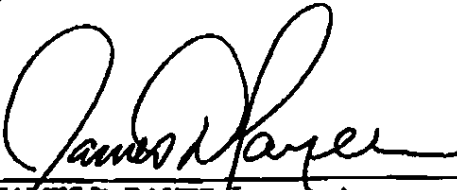
ARTICLE VIII

INCORPORATOR

The name and address of the person signing these Articles of Incorporation as the Incorporator are:

JAMES D. PAYER, J.D., C.P.A.
299 Alhambra Circle, Suite 221
Coral Gables, Florida 33134

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation this 2nd day of May, 1996.


JAMES D. PAYER, Incorporator

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STATE OF FLORIDA)
) SS.:
COUNTY OF DADE)

BEFORE ME, a Notary Public, personally appeared JAMES D. PAYER, to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal at Miami, Dade County, Florida this 2nd day of May, 1996.


NOTARY PUBLIC
State of Florida At Large

(SEAL)

My Commission:

MARIA D. CARIPO
Notary Public, State of Florida
No. CC 801038
Commission Expires October 11, 1998

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

Pursuant to Chapter 607.0501 Florida Statutes, the following is submitted in compliance with said Act:

That TRAIL SHELL, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Article of Incorporation at Miami, County of Dade, State of Florida, has named JAMES D. PAYER, J.D., C.P.A. located at 299 Alhambra Circle, Suite 221, Coral Gables, 33134 County of Dade, State of Florida, as its agent to accept service of process within the state.

ACKNOWLEDGEMENT

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

Dated this 2nd day of May, 1996.

James D. Payer
JAMES D. PAYER

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96 MAY -3 PM 4:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P96000038490

JUN 16-1996 1:44 PM PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET
TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY
DEPARTMENT OF STATE 1492 W FLAGLER ST
STATE OF FLORIDA SUITE 200
409 EAST GAINES STREET MIAMI FL 33136- 02-0000
TALLAHASSEE, FL 32399
FAX: (904) 922-4000 CONTACT: RAY STORMONT
PHONE: (305) 541-3894
FAX: (305) 541-3770
DOCUMENT TYPE: BASIC AMENDMENT

(((H96000008899)))
NAME: TRAIL SHELL, INC.
FAX AUDIT NUMBER: H96000008899
DATE REQUESTED: 06/26/1996
CERTIFIED COPIES: 0
NUMBER OF PAGES: 2
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NUM CAPS Connect: 00:11:24

C. Granger
Linda

FILED
96 JUN 26 PM 4:01
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96 JUN 26 PM 12:16
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
TRAIL SHELL, INC.

P96000038490


The articles of incorporation of TRAIL SHELL, INC was amended by the corporation's board of directors the shareholder of all the outstanding shares of the corporation on June 26, 1996. The corporation is filing these articles of amendment to articles of incorporation pursuant to F.S. 607.0602.

1. The name of the corporation is changed to:

PERLA TRAIL SERVICE STATION, INC.

2. The foregoing amendment to articles of incorporation was duly adopted by the board of directors on June 26, 1996. And the shareholder of all the outstanding shares of the corporation also approved the foregoing amendment to articles of incorporation on June 26, 1996.

IN WITNESS WHEREOF, the undersigned Director and shareholder of this corporation has executed these articles of amendment on June 26, 1996.


Robert Perez, Director and Shareholder

PREPARED BY: JAMES PAYER
FBN. 0081541
299 Alhambra Circle #221
Coral Gables, FL 33134
305-444-4143

FILED
JUN 26 PM 4:01