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TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4001

FROM: KIRSCHNER, MAIN, PETRIE, GRAHAM & TANNER, P.
CONTACT: BETTY WILSON
PHONE: (904) 354-4141

ACCT#: 070372002675

FAX #: (904) 358-2199

NAME: AMELIA ISLAND CONVENIENCE, INC.

AUDIT NUMBER.....H96000012406

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....1

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Handwritten notes and signatures at the bottom right of the page.

ARTICLES OF INCORPORATION
OF
AMELIA ISLAND CONVENIENCE, INC.

FILED
96 SEP -5 PM 3:50
CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is AMELIA ISLAND CONVENIENCE, INC. and the principal place of business address of the Corporation is 166 Highway A1A, Ponte Vadera Beach, Florida 32802.

ARTICLE II - COMMENCEMENT AND DURATION

Pursuant to Section 607.0203, Florida Statutes this Corporation shall commence upon the date of execution of the Articles of Incorporation which is September 5, 1996 and shall be filed with the Secretary of State within five (5) business days from said date. This Corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL

This Corporation is authorized to issue 1000 shares of Common Stock, all of which shall be of the par value of \$1.00 per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is Suite 2000, One Independent Drive, Jacksonville, Florida 32202, and the name of its initial registered agent at such address is Kirschner, Main, Graham, Tanner & Demont, Professional Association.

James L. Main, Esquire
P. O. Box 1559
Jacksonville, FL 32201-1559
(904)354-4141
Florida Bar No: 193367
H96000012406

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of this Corporation shall be three (3) and the names and addresses of the persons who are to serve as members thereof are:

<u>Name</u>	<u>Address</u>
Kenneth R. Perrone	166 Highway A1A Ponte Vedra Beach, FL 32082
Ronald D. Perrone	166 Highway A1A Ponte Vedra Beach, FL 32082
Josiah P. LeMaster	166 Highway A1A Ponte Vedra Beach, FL 32082

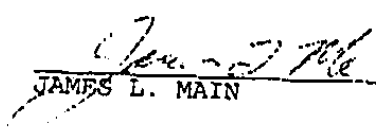
The number of directors may be increased or decreased by the Shareholders or the Bylaws.

ARTICLE VII - INCORPORATOR

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
James L. Main, Esq.	Kirschner, Main, Graham, Tanner & Demont One Independent Drive Suite 2000 Jacksonville, FL 32202

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 5th day of September, 1996.

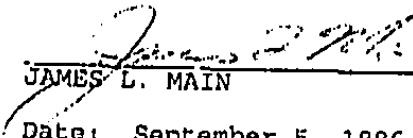

JAMES L. MAIN

James L. Main, Esquire
P. O. Box 1559
Jacksonville, FL 32201-1559
(904)354-4141
Florida Bar No: 193367
H96000012406

FILED
CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, -5 PM 3:50
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the following is submitted:

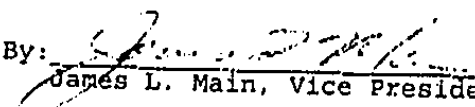
First, that AMELIA ISLAND CONVENIENCE, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at Jacksonville, Florida, has named Kirschner, Main, Graham, Tanner & Demont, Professional Association, with offices at Suite 2000, One Independent Drive, Jacksonville, Florida 32202, as its agent to accept service of process within Florida.


JAMES L. MAIN

Date: September 5, 1996

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, Kirschner, Main, Graham, Tanner & Demont, Professional Association, hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties.

Kirschner, Main, Graham,
Tanner & Demont, Professional
Association

By: 
James L. Main, Vice President

Date: September 5, 1996

F:\USFR\SCOLEMAN\CORPORAT\ARTICLES.AME

James L. Main, Esquire
P. O. Box 1559
Jacksonville, FL 32201-1559
(904)354-4141
Florida Bar No: 193367
H960000012406