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CONTACT: RAY STORMONT
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NAME: BISCAYNE PETRO-MART ENTERPRISES, INC.
AUDIT NUMBER.....H96000014122
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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**ARTICLES OF INCORPORATION OF
BISCAYNE PETRO-MART ENTERPRISES, INC.**

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ARTICLE I - NAME

The name of this Corporation is BISCAYNE PETRO-MART ENTERPRISES, INC.

ARTICLE II - DURATION

This Corporation shall have a perpetual existence commencing on the date of filing of the Articles of Incorporation

ARTICLE III - PURPOSE

This Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 7,500 shares of One Dollar (\$1.00) per value common stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of this Corporation is Tomas Ferguson and the street address of the initial registered office of this Corporation is 1601 NW 119 Street, North Miami, Fl. 33167.

THIS INSTRUMENT PREPARED BY:
LAURA SANTAMARIA, ESQUIRE
2809 Bird Avenue # 109
Cocoanut Grove, Fl. 33133
TELEPHONE (305) 668-0069
FLORIDA BAR #742979

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OF BISCAIYNE PETRO-MART ENTERPRISES, INC.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be increased or decreased from time to time by the By-Laws, but shall never be less than one (1). The name(s) and address(es) of the initial Directors are:

<u>NAMES:</u>	<u>ADDRESSES:</u>
Tomas Pequeno	1601 NW 119 th Street North Miami, Florida 33167

ARTICLE VII - BY-LAWS

The By-Laws of this Corporation may be adopted, altered, amended or repealed by either the Stockholder(s) or Director(s).

ARTICLE VIII - INDEMNIFICATION

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE IX - PREEMPTIVE RIGHTS

Every Stockholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his/her prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X - INCORPORATOR

The person signing these articles is Laura Santamaria, Esq. and his street address is 2809 Bird Avenue # 182, Miami, FL 33133.

ARTICLE XI - OFFICES

The principal office of the Corporation and mailing address shall be established and maintained at 1601 NW 119th Street, Miami, FL 33167, County of Dade, State of Florida. The Corporation may also have offices at such places within or without the State of Florida as the board may from time to time establish.

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OF BISCAVNE PETRO-MART ENTERPRISES, INC.

ARTICLE XII - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles, in accordance with the provisions of the Florida General Corporation Act.

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



Laura Santamaria/Esq., Incorporator

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act.

First, that **BISCAYNE PETRO-MART ENTERPRISES, INC.**, a Corporation, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Miami, County of Dade, State of Florida, has named **Tomas Pequeno**, located at **1601 NW 119th St North Miami, FL 33167**, as its agent to accept service of process within this State.

Second, having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of said Act relative to keeping open said office and of all statutes relative to the proper and complete discharge of his duties, i.e., Section 607.325 F.S.

Dated this 8 day of October, 1996.


Tomas Pequeno

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