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ACCOUNT NO. : 072100000032

REFERENCE : 137978 81879A

AUTHORIZATION : Patricia Pizutto

COST LIMIT : \$ 122.50

FILED
96 OCT 30 PM 3:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : October 30, 1996

ORDER TIME : 10:59 AM

ORDER NO. : 137978-005

CUSTOMER NO: 81879A

100001990771--5

CUSTOMER: Timothy J. Conner, Esq.
TIMOTHY J. CONNER & ASSOCIATES

Suite 110
1 Florida Park Drive, North
Palm Coast, FL 32137

DOMESTIC FILING

NAME: DEE'S GAS AND CONVENIENCE,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

RECEIVED
96 OCT 30 PM 12:11
DIVISION OF CORPORATION

KL
1030.96

ARTICLES OF INCORPORATION

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

1. NAME AND ADDRESS OF CORPORATION: The name of this corporation is: DEE'S GAS AND CONVENIENCE, INC. The mailing address of the corporation is 1695 Nova Road, Holly Hill, Florida 32117.

2. DURATION: The period of its duration is perpetual.

3. PURPOSE: The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

4. CAPITAL STOCK: The corporation is authorized to issue 100 shares of stock, all of one class, at One Dollar (\$1.00) par value.

5. INITIAL REGISTERED OFFICE AND AGENT: The name and address of the initial registered agent and office of this corporation is as follows:

DIANA MARTINOLICH
1695 Nova Road
Holly Hill, Florida 32117

6. INITIAL BOARD OF DIRECTORS: This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by an amendment of the by-laws of the corporation in the manner provided by law, but shall never be less than one (1) director.

The name and address of the initial director of this corporation is:

DIANA MARTINOLICH
1695 Nova Road
Holly Hill, Florida 32117

7. INCORPORATOR: The name and address of the Incorporator

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signing these Articles of Incorporation is:

Timothy J. Conner, Attorney
CONNER & ASSOCIATES, P.A.
1 Florida Park Drive North, Suite 110
Palm Coast, Florida 32137

8. AMENDMENT OF ARTICLES: This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

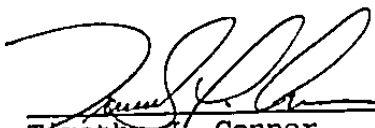
9. MEETINGS BY CONFERENCE TELEPHONE: Members of the Board of Directors may participate in all regular and special meetings of the Board of Directors by means of Conference Telephone or similar communications equipment as provided by law.

10. INDEMNIFICATION: The corporation may be empowered to indemnify any officer or director, or any former officer or director in the manner provided for in the by-laws of this corporation.

11. REMOVAL OF DIRECTORS: At a meeting of shareholders called expressly for that purpose, any one director, or the entire Board of Directors, may be removed, with or without cause, by a vote of the holders of 75% of the shares then entitled to vote at an election of directors.

12. INFORMAL ACTION OF DIRECTORS: If all the directors severally, or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 29 day of October, 1996.



Timothy J. Conner,
Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been designated as registered agent to accept service of process for the above-stated corporation, at the registered office above, I hereby accept said designation, agree to act in this capacity, and agree to comply with the provisions of Section 48.091, Florida Statutes relative to keeping open said office.

Diana Martinolich
DIANA MARTINOLICH,
Registered Agent

STATE OF FLORIDA }
COUNTY OF FLAGLER } SS:

The foregoing instrument was acknowledged before me this 28th day of October, 1996, by DIANA MARTINOLICH who is personally known to me or who has produced Florida Driver's License as identification and who did/did not take an oath.

Regina Gutierrez
NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

Regina Gutierrez
(Please Print Name)



OFFICIAL SEAL
REGINA GUTIERREZ
My Commission Expires
April 28, 1997
Comm. No. CC 281308

My Commission Expires:

4651-Art. Inc.

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TALLAHASSEE, FLORIDA