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ANTHONY W. CAMPISANO

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MEMOR FL AND PA BARS

December 2, 1996

Secretary of State
Corporate Division
The Capitol
Tallahassee, Florida 32304

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-12/03/96--01001--001
***122.50 ***122.50

Re: Suncoast Petroleum, Inc.

Ladies and Gentlemen:

I have enclosed an original and a copy of the Articles of Incorporation for the above-referenced corporation. In addition, a check in the amount of \$122.50 is enclosed which represents the following fees:

| | | |
|-------|----------------------|----------|
| a. | Filing Fee | \$ 35.00 |
| b. | Certified Copy Fee | \$ 52.50 |
| c. | Registered Agent Fee | \$ 35.00 |
| Total | | \$122.50 |

FILED
96 DEC -6 AM 7:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Please file the original of the enclosed Articles of Incorporation and return a certified copy to me. Please note the effective date of the Articles of Incorporation is January 1, 1997. If you have any questions, please do not hesitate to contact me. Thank you.

EFFECTIVE DATE

1-1-97

Very truly yours,

Anthony W. Campisano

AWC/sr
Enclosures
cc: Mr. Aihab S. Gerges

See 12/10

EFFECTIVE DATE

1-1-97

**ARTICLES OF INCORPORATION
OF
SUNCOAST PETROLEUM, INC.**

FILED
96 DEC -6 AM 7:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

SUNCOAST PETROLEUM, INC.

The address of the principal office of this corporation shall be 405 East Brandon Boulevard, Brandon, Florida 33511, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or businesses permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1800 Second Street, Suite 755, Sarasota, Florida 34236, and the name of the initial registered agent of the corporation at that address is Anthony W. Campisano.

ARTICLE V. EFFECTIVE DATE AND TERM OF EXISTENCE

The effective date of these Articles of Incorporation shall be January 1, 1997. This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of, its Board of Directors, subject to any limitations set forth in these Articles of Incorporation. This corporation shall have one (1) Director initially. The name and address of the initial member of the Board of Directors is:

AIHAB S. GERGES

405 East Brandon Boulevard
Brandon, Florida 33511

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator of this corporation is:

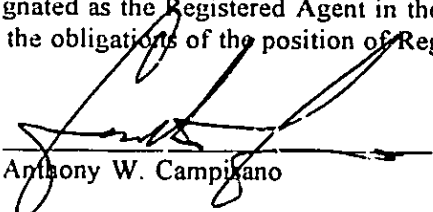
Anthony W. Campisano
1800 Second Street, Suite 755
Sarasota, Florida 34236

IN WITNESS WHEREOF, the undersigned incorporator, has hereunto set his hand and seal the 2nd day of December, 1996.


Anthony W. Campisano

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Anthony W. Campisano having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.


Anthony W. Campisano