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January 3, 1997

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David B. Weinstein  
Robert V. Williams

VIA AIRBORNE EXPRESS

Secretary of State  
Division of Corporations  
Corporate Charter Section  
409 E. Gaines Street  
Tallahassee, Florida 32399

EFFECTIVE DATE  
1-3-97

300002047393--7  
-01/07/97-01032-015  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Travel Stop of Lakeland, Inc.

Dear Sir/Madam:

Attached are an original and one copy of the Articles of Incorporation for the above-referenced corporation. Please file these Articles and return a certified copy to our office.

Also enclosed is a check in the amount of \$122.50 to cover expenses as follows:

FILING FEE	\$35.00
REGISTERED AGENT FEE	\$35.00
CERTIFIED COPY	<u>\$52.50</u>
TOTAL	\$122.50

If you have any questions regarding the enclosed documentation and the filing thereof, please contact our office by telephone. Your assistance in this matter is sincerely appreciated.

Very truly yours,

*Aminie Mohip*  
Aminie Mohip

AM/rlf  
Enclosures

FILED  
97 JAN -6 PM 3:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE  
1-3-97

FILED

ARTICLES OF INCORPORATION  
OF  
TRAVEL STOP OF LAKE LAND, INC.

97 JAN -6 PM 3:13

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber hereby files these Articles of Incorporation with the Secretary of State of the State of Florida, for the purpose of forming a corporation for profit in accordance with the Florida Business Corporation Act, Chapter 607 of the Florida Statutes.

ARTICLE ONE  
NAME AND MAILING ADDRESS OF CORPORATION

The name of this corporation is Travel Stop of Lakeland, Inc. (the "Corporation"). The mailing address of the Corporation is 201 N. Franklin, Suite 2600, Tampa, Florida 33602.

ARTICLE TWO  
CAPITAL STOCK

The Corporation is authorized to issue 10,000 shares of \$.10 par value common stock.

ARTICLE THREE  
CORPORATE EXISTENCE AND DURATION

The period of duration of the Corporation shall be perpetual commencing on the date of execution and acknowledgement of these Articles.

ARTICLE FOUR  
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Corporation is 201 N. Franklin Street, Suite 2600, Tampa, Florida 33602, and the initial registered agent is R. Marshall Rainey, Esquire. The Board of Directors may, from time to time, move the location of the registered office to any other address in Florida, and may, from time to time, change the registered agent of the Corporation.

ARTICLE FIVE  
NAME AND ADDRESS OF INCORPORATOR

The name and street address of the incorporator is R. Marshall Rainey, Esquire, Williams Reed Weinstein Schifino & Mangione, P.A., 201 N. Franklin Street, Suite 2600, Tampa, Florida 33602.

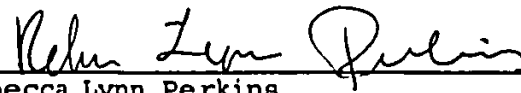
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 3rd day of January, 1997.

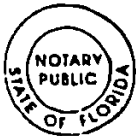
  
R. Marshall Rainey  
Incorporator

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 3rd day of January, 1997, by R. Marshall Rainey, who is personally known to me.

My commission expires:

  
Rebecca Lynn Perkins  
Notary Public - State of Florida




REBECCA LYNN PERKINS  
My Comm Exp. 7/12/97  
Bonded By Service Ins  
No. CC301193

My Comm. Expires

ACCEPTANCE BY REGISTERED AGENT

R. Marshall Rainey, having been designated to act as the registered agent of Travel Stop of Lakeland, Inc., hereby agrees to act in that capacity.

  
R. Marshall Rainey

NLM00AD72

**FILED**  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA