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J. GERARD CORREA, P.A.

J. GERARD CORREA
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BOARD CERTIFIED TAXATION

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REPLY TO
ST. PETERSBURG

January 17, 1997

Secretary of State
Charter Division - Corporations
409 E. Gaines Street
Tallahassee, FL 32304

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-01/22/97--01114--014
****122.50 ****122.50

Re: BLT ENTERPRISES, INC.

Gentlemen:

Enclosed herewith is a duplicate Articles of Incorporation for BLT Enterprises, Inc. Enclosed is our check in the amount of \$122.50, covering the following fees:

Filing Tax	\$ 35.00
Certified copy of Articles	52.50
Registered Agent fee	<u>35.00</u>
Total	\$122.50

Please send a certified copy of the Articles of Incorporation to our St. Petersburg, Florida office.

Yours truly,

J. GERARD CORREA, P.A.

J. Gerard Correa

JGC/dha
Enclosure

JAN 24

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
BLT ENTERPRISES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - Name

The name of this corporation is BLT ENTERPRISES, INC.

ARTICLE II - Purpose

The general nature of the business to be transacted by this corporation shall include the transaction of any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes and to operate a retail gasoline sale and auto repair station.

ARTICLE III - Capital Stock

The authorized capital stock of this corporation shall be 100 shares of common stock with a par value of \$5.00 per share.

ARTICLE IV - Period of Existence

The corporation shall have perpetual existence unless sooner dissolved by law.

ARTICLE V - Registered Office and Registered Agent

The street address of the initial office of this corporation is 1712 Madrid Drive S.W., City of Largo, County of Pinellas, State of Florida 33778 and the name of the initial registered agent of this corporation is ANNE SARISKY whose address is 2704 4th Court, Unit 72-C, Palm Harbor, Florida 34684.

ARTICLE VI - Initial Board of Directors

This corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). Directors may be removed for cause. The name and address of each initial director of this corporation is:

ANNE SARISKY	LARRY O. HIGGINS	THOMAS D. HUGETT
2704 4th Court Unit	1712 Madrid Dr. S.W.	1516 S. Prescott Ave.
Unit 72-C	Largo, FL. 33778	Clearwater, FL. 34616
Palm Harbor, FL. 34684		

ARTICLE VII - Incorporator

The name and address of each person signing these articles is:

ANNE SARISKY	LARRY O. HIGGINS	THOMAS D. HUGETT
2704 4th Court Unit	1712 Madrid Dr. S.W.	1516 S. Prescott Ave.
Palm Harbor, FL. 34684	Largo, FL. 33778	Clearwater, FL. 34616

ARTICLE VIII - Officers

This corporation shall be managed by President, Secretary and Treasurer. The offices may be held by one and the same person. Officers may be removed only for cause. The name and address of each initial officer of this corporation is:

LARRY O. HIGGINS, President
1712 Madrid Dr. S.W.
Largo, Florida 33778

Thomas D. Hugett, Vice President
1516 S. Prescott Avenue
Clearwater, Florida 34616

Anne Sarisky, Secretary & Treasurer
2704 4th Court Unit
Palm Harbor, Florida 34684

ARTICLE IX - By-Laws

All By-Laws shall be approved by a majority vote of the shareholders, and all modifications or additions to the By-Laws shall be ratified by a majority vote of the shareholders before such modification or addition shall become effective.

ARTICLE X - Indemnification

The corporation shall indemnify any officer, director or any former officer or director, to the full extent permitted by law for such acts of the officer or director, or former officer or director, while acting in a corporate capacity.

ARTICLE XI - Amendment

This corporation, through its shareholders and by majority vote, reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, or any right conferred by shareholders.

ARTICLE XII - Section 1244 Stock

It is the intention of the incorporators of this corporation that the first board of directors adopt a plan under Section 1244 of the Internal Revenue Code allowing a limited ordinary loss to individuals for loss on stock of a "Small Business Corporation" which qualifies under the Code.

ARTICLE XIII - Voting Rights

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE XIV - Pre-Emptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his or 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.

IN WITNESS WHEREOF, the undersigned subscribers hereunto have set their hand and seal this 17th day of January, 1997.


ANNE SARISKY, Subscriber


LARRY O. HIGGINS, Subscriber



THOMAS D. HUGETT, Subscriber

STATE OF FLORIDA

COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 17th day of January, 1997, by ANNE SARISKY, LARRY O. HIGGINS and THOMAS D. HUGETT, who are personally known to me or who have produced driver's license as identification and who did take an oath.

NOTARY PUBLIC


Sign
Print J. Gerard Correa
State of Florida at Large
My commission expires:



NOTARY PUBLIC
STATE OF FLORIDA
CC#325128
J. GERARD CORREA

MY COMMISSION EXPIRES DEC 13, 1997


CERTIFICATE OF REGISTERED AGENT

The following is submitted in compliance with Chapter 48.091, Florida Statutes.

That BLT ENTERPRISES, INC., organized under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the City of Largo, County of Pinellas, State of Florida, has named ANNE SARISKY, whose address is 2704 4th Court, Unit 72-C, Palm Harbor, Florida 34684, as its Agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping said office open.


ANNE SARISKY, Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA