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TO: DIVISION OF CORPORATIONS FAX #: (904)922-4001
FROM: ACE INDUSTRIES, INC. ACCT#: 070744001530
CONTACT: PAM FRIEDMAN
PHONE: (305)358-2571 FAX #: (305)358-7832

NAME: SUPER STOP #651, INC.
AUDIT NUMBER.....H97000001941
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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

February 3, 1997

ACE INDUSTRIES

SUBJECT: SUPER STOP #651, INC.
REF: W97000002669

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Section 15.16(3), Florida Statutes, requires each document to contain in the lower left-hand corner of the first page the name, address, and telephone number of the preparer of the original and, if prepared by an attorney licensed in this state, the preparer's Florida Bar membership number.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
SUPER STOP # 651, INC.,**

The undersigned subscriber to these Article of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE 1 - NAME

The name of the Corporation is **SUPER STOP # 651, INC.**, (hereinafter, "Corporation").

ARTICLE 2- PURPOSE OF CORPORATION

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

ARTICLE 3- PRINCIPAL OFFICE

The address of the principal office of this Corporation is 800 NW 119th Street, Miami, Florida 33168 and the mailing address is the same.

ARTICLE 4- INCORPORATOR

The name and street address of the incorporator of this Corporation is Mohd Iqbal Bana whose address is 800 NW 119th Street, Miami, Florida 33168.

ARTICLE 5 - OFFICERS

The officers of the Corporation shall be:

President: Mohd Iqbal Bana
Secretary: Mohammad I Lakhani
Treasurer: Mohd Iqbal Bana

ARTICLE 6 - DIRECTOR(S)

The Director(s) of the Corporation shall be:

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Mohd Iqbal Bana
Mohammad I Lakhani

**ACE INDUSTRIES, INC.
64 NW 11th Street
Miami, FL 33138
305-358-2571**

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ARTICLE 7 - CORPORATE CAPITALIZATION

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is ONE THOUSAND (1,000) shares of common stock, each share having the par value of TEN DOLLAR (\$10.00).

7.2 No holder of shares of stock of any class have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any as may be set forth in the bylaws of the Corporation.

7.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE 8 - SUB-CHAPTER S CORPORATION

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

8.1 The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

8.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in sub-chapter S of the Internal Revenue Code of 1986, as amended.

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8.3 Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

"The shares of stock represented by this certificate cannot be transferred if such transfer would void the selection of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended."

ARTICLE 9- POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 10 - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE 11- REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE 12 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Corporation is 800 NW 119th Street, Miami, Florida 33168. The name and address of the registered agent of this Corporation is:

Mohd Iqbal Bana
800 NW 119th Street,
Miami, Florida 33168.

ARTICLE 13- BYLAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

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ARTICLE 14- EFFECTIVE DATE

These Article of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 15- AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Article of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 3 February 1997.



MOHD IQBAL BANA, Incorporator

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is SUPER STOP # 651, INC.
2. The name and address of the registered agent and office is:

MOHD IQBAL BANA
800 NW 119TH STREET,
MIAMI, FL. 33168

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

M. Bana
(Signature)

February 3, 1997
(Date)

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