



THE UNITED STATES
CORPORATION
COMPANY

J97000012643

ACCOUNT NO. : 072100000032

REFERENCE : 252489 5315A

AUTHORIZATION :

COST LIMIT : \$ 122.50

Patricia Pignatelli

ORDER DATE : February 7, 1997

ORDER TIME : 10:39 AM

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ORDER NO. : 252489-020

CUSTOMER NO: 5315A

CUSTOMER: Nelson T. Castellano, Esq
TRENAM KEMKER SCHARF BARKIN
FRYE O'NEILL & MULLIS, P.A.
2700 Barnett Plaza
101 East Kennedy Boulevard
Tampa, FL 33602

DOMESTIC FILING

NAME: CONVENIENT SUN POINTE, 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: Todd Sterzoy

EXAMINER'S INITIALS:

FILED
97 FEB -7 PM 2:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 FEB -7 AM 11:30
DEPARTMENT OF REVENUE
DIVISION OF CORPORATE
TALLAHASSEE, FLORIDA

KL
2.7.97

ARTICLES OF INCORPORATION
OF
CONVENIENT SUN POINTE, INC.

97 FEB -7 PM 2:25
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation shall be:

Convenient Sun Pointe, Inc.

ARTICLE II

Principal Office and Mailing Address

The address of the principal office and the mailing address of this corporation shall be:

2554 Oak Trail S.
Clearwater, Florida 34624

ARTICLE III

Business and Purposes

The purpose for which this corporation is organized is limited solely to (a) owning and holding a general partnership interest in and acting as general partner of Quadrangle Properties Partnership II, a Florida general partnership (the "Partnership"); and (b) transacting any and all lawful business for which a corporation may be incorporated under the laws of the State of Florida that is incident, necessary and appropriate to the foregoing.

ARTICLE IV

Capital Stock

(a) The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 10,000 shares of common stock with a par value of \$1.00 per share. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services actually performed for this corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to this corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

(b) In the election of directors of this corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE V

Existence of Corporation

This corporation shall have perpetual existence.

ARTICLE VI

Registered Office and Registered Agent

The initial registered office of this corporation shall be located at 2700 Barnett Plaza, 101 E. Kennedy Blvd., Tampa, Florida 33602 and the initial registered agent of this corporation at such office shall be Richard H. Sollner. This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE VII

Board of Directors

(a) The Board of Directors of this corporation shall consist of not less than one (1) nor more than fifteen (15) members, the exact number of directors to be fixed from time to time by the stockholders or the bylaws. The business and affairs of this corporation shall be managed by the Board

of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the bylaws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders. The stockholders of this corporation may remove any director from office at any time with or without cause.

(b) The Board of Directors of this corporation shall consider the interests of creditors in connection with all corporate actions.

(c) Notwithstanding any other provisions of these Articles of Incorporation, this corporation shall not, without the unanimous affirmative vote of all of the members of the Board of Directors of this corporation, cause or permit this corporation to: i) take any action that might cause this corporation or the Partnership to become insolvent; ii) commence any case, proceeding or other action on behalf of this corporation or the Partnership under any existing or future law of any jurisdiction relating to bankruptcy, insolvency, reorganization or relief of debtors; iii) institute proceedings to have this corporation or the Partnership adjudicated as bankrupt or insolvent; iv) consent to the institution of bankruptcy or insolvency proceedings against this corporation or the Partnership; v) file a petition or consent to a petition seeking reorganization, arrangement, adjustment, winding-up, dissolution, composition, liquidation or other relief on behalf of this corporation or the Partnership of its debts under any federal or state law relating to bankruptcy; vi) seek or consent to the appointment of a receiver, liquidator, assignee, trustee, sequestrator, custodian or any similar official for this corporation or the Partnership or a substantial portion of its properties; vii) make any assignment for the benefit of this corporation's or the Partnership's creditors; viii) or take any action in furtherance of any of the foregoing, ix) dissolve, liquidate, consolidate, merge or sell all or substantially all of its assets or cause the Partnership to do any of the foregoing, x) amend or recommend that its stockholders amend its Articles of Incorporation or cause the Partnership to amend its Partnership Agreement, xi) enter into any contractual obligation with any affiliate of this corporation, or the Partnership, unless the terms and conditions thereof are not materially more nor less favorable than would be agreements with unrelated third parties (As used herein the term "affiliate" means with respect to any person, a second person, which directly or indirectly, is in control of, is controlled by, or is under common control with such first person and the term "control" means (i) the possession, directly or indirectly, of the power to vote 10% or more of the securities having ordinary voting power for the election of directors or in the case of a partnership, to replace the general partner, or (ii) to direct or cause the direction of management and policies of a person or entity, whether by contract or otherwise), xii) withdraw as general partner of the Partnership.

ARTICLE VIII

Separateness Provisions

Notwithstanding anything herein to the contrary, this corporation shall at all times, and shall cause the Partnership at all times, to: i) not commingle assets with those of any other entity and separately identify and segregate its assets, ii) conduct its own businesses in its own name, iii) maintain bank accounts, books, records and financial statements separate from any other person or entity, iv) maintain its books, records, resolutions and agreements as official records, v) pay its own liabilities out of its own funds, vi) maintain adequate capital for the normal obligations reasonably foreseeable in a business of its size and character and in light of its contemplated business operations (except that this corporation shall have no obligation to cause the Partnership to maintain adequate capital by the contribution of additional funds except to the extent otherwise provided in the Partnership's partnership agreement), vii) observe all customary corporate or partnership formalities, viii) maintain an arm's length relationship with affiliates, ix) pay the salaries of its own employees and maintain a sufficient number of employees in light of its contemplated business operations, x) not guarantee or become obligated for the debts of any other entity or hold out its credit as being available to satisfy the obligations of others, xi) not acquire the obligations or securities of affiliates, xii) not make loans to any other person or entity, xiii) allocate fairly and reasonably any overhead for any shared office space, xiv) use separate stationery, invoices, and checks, xv) not pledge its assets for the benefit of any other entity, xvi) hold itself out as a separate entity, and not fail to correct any known misunderstanding regarding its separate identity, and xvii) not identify itself or any of its affiliates as a division or part of the other.

ARTICLE IX

Initial Board of Directors

The initial Board of Directors of this corporation shall consist of the following members, such members to hold office until their successors have been duly elected and qualify. The name and street address of each initial director are:

<u>Name</u>	<u>Address</u>
Angelo Astuto	2554 Oak Trail S. Clearwater, FL 34624
Natale Astuto	2554 Oak Trail S. Clearwater, FL 34624

ARTICLE X

Incorporator

The name and street address of the incorporator making these Articles of Incorporation are:

Name

Richard H. Sollner

Address

2700 Barnett Plaza
101 E. Kennedy Boulevard
Tampa, FL 33602

ARTICLE XI

Bylaws

(a) The power to adopt the bylaws of this corporation, to alter, amend or repeal the bylaws, or to adopt new bylaws, shall be vested in the Board of Directors of this corporation; provided, however, that any bylaw or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new bylaw in lieu thereof may be adopted by the stockholders, and the stockholders may prescribe in any bylaw made by them that such bylaw shall not be altered, amended or repealed by the Board of Directors.

(b) The bylaws of this corporation shall be for the government of this corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.

ARTICLE XII

Amendment of Articles of Incorporation

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

ARTICLE XIII

Indemnification

Any obligation of the corporation to indemnify its officers and directors, whether arising by contract, statute or otherwise, shall not constitute a claim against the corporation for so long as any indebtedness of this corporation or the Partnership.

ARTICLE XIV

Affiliated Transactions

The provisions of Section 607.0901, Florida Statutes, relating to affiliated transactions, shall be inapplicable to this corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles for the uses and purposes therein stated.



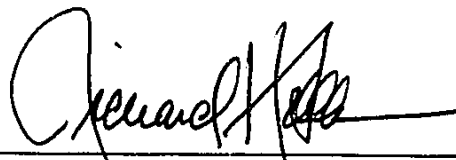
RICHARD H. SOLLNER

CONVENIENT SUN POINTE, INC.

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, Richard H. Sollner, having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.

DATED this 5th day of February, 1997.



RICHARD H. SOLLNER

FILED
97 FEB - 7 PM 2:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA