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LANE TROHN
ATTORNEYS AT LAW

ROBERT J. BERTRAND
Lakeland Office

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STEPHEN B. FRENCH	JOHN K. VREELAND
DONALD G. JACOBSEN	DONALD H. WILSON, JR.
MARK H. MILLER	
PATRICK J. MURPHY	A. H. LAKE (RETIRED)

March 21, 1997

EFFECTIVE DATE
3-21-97

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VIA FEDERAL EXPRESS

Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Gentlemen:

Enclosed please find the original and a duplicate of Articles of Incorporation for a new Florida corporation to be known as **LAKELAND PETRO HOLDING COMPANY, INC.** Robin of your office advised us by telephone that this name is available for a Florida corporation. After examination, please file the original of the Articles and return the duplicate to the undersigned duly certified to show the date of filing.

Please note that corporate existence is to commence as of the date of the execution and acknowledgment of the Articles.

Next, enclosed please find our firm check in the amount of \$122.50 to cover the filing fee of \$35.00, the fee for the certified copy of \$52.50 and the registered agent fee of \$35.00.

LANE, TROHN, CLARKE, BERTRAND, VREELAND & JACOBSEN, P.A.

ONE LAKE MORTON DRIVE • P.O. Box 3 • LAKELAND, FLORIDA 33802-0003 • PHONE (941) 284-2200 • FAX (941) 688-0310
150 EAST DAVIDSON STREET • P.O. Box 1578 • BARTOW, FLORIDA 33831-1578 • PHONE (941) 533-0866 • FAX (941) 533-7255

LANE, TROHN, CLARKE, BERTRAND, VREELAND & JACOBSEN, P.A.

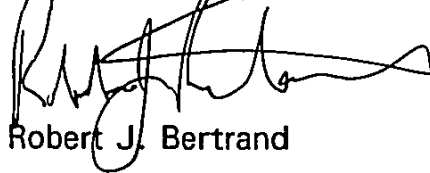
March 21, 1997

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If there are any questions concerning the Articles, I would certainly appreciate your telephoning me collect at 941/284-2200. Also, please advise me as soon as the Articles have been filed by telephoning me collect at the same number.

Thanking you for your usual cooperation, I am

Yours very truly,

A handwritten signature in black ink, appearing to read 'Robert J. Bertrand', with a long horizontal flourish extending to the right.

Robert J. Bertrand

RJB/mcd

Enclosures

xc: Lakeland Petro Holding Company, Inc.

ARTICLES OF INCORPORATION

FILED

OF

97 MAR 24 AM 9:11

LAKELAND PETRO HOLDING COMPANY, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
3-21-97

ARTICLE I - NAME

The name of this corporation is LAKELAND PETRO HOLDING COMPANY,
INC.

ARTICLE II - PRINCIPAL OFFICE

The address of the principal office of this corporation is One Lake Morton Drive,
Lakeland, Florida 33801, and the mailing address of this corporation is Post Office Box
3, Lakeland, Florida 33802-0003.

ARTICLE III - DURATION

This corporation shall have perpetual existence, commencing on the date of
execution and acknowledgement of these Articles.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful
business.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of voting common stock having a par value of \$1.00 per share.

ARTICLE VI - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this corporation is One Lake Morton Drive, Lakeland, Florida 33801 and the name of the initial registered agent of this corporation at that office is Robert J. Bertrand.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time in accordance with the Bylaws, but shall never be less than one (1). The name and address of the initial director of the corporation is or are:

BOBBY L. MOORE
4860 Lake Juliana Drive
Auburndale, Florida 33823

ARTICLE VIII - INCORPORATOR

The name and address of the Incorporator is:

ROBERT J. BERTRAND, ESQUIRE
Post Office Box 3
Lakeland, Florida 33802-0003

ARTICLE IX - INDEMNIFICATION

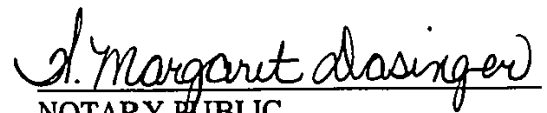
This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 21st day of March, 1997.


ROBERT J. BERTRAND, Incorporator

STATE OF FLORIDA
COUNTY OF POLK

The foregoing Articles of Incorporation were acknowledged before me this 21st day of March, 1997, by Robert J. Bertrand, Esquire, who is personally known to me.


NOTARY PUBLIC,
State of Florida at Large
Print name: H. MARGARET DASINGER
My commission expires: June 26, 1998

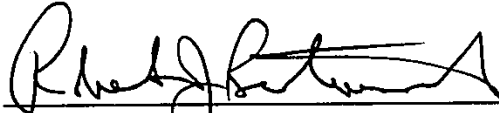


ACCEPTANCE OF REGISTERED AGENT

THE UNDERSIGNED, HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE FOREGOING ARTICLES OF INCORPORATION, HEREBY ACCEPTS THE APPOINTMENT AS SUCH REGISTERED AGENT AND AGREED TO ACT IN THIS CAPACITY. THE

UNDERSIGNED FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF THE UNDERSIGNED'S DUTIES. THE UNDERSIGNED FURTHER CERTIFIES THAT THE UNDERSIGNED IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS OF SUCH POSITION AS REGISTERED AGENT.

SIGNATURE:



ROBERT J. BERTRAND, Registered Agent

DATE: March 21, 1997

FILED
97 MAR 24 AM 9:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA