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FRAN WIERER, E.A.

Tax Accountant Bookkeeping

589 Blanding Blvd.
Orange Park, Florida 32073
(904) 276-7686
FAX (904) 278-5108

March 25, 1997

Florida Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

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-03/28/97--01084--015
****122.50 ****122.50

Gentlemen,

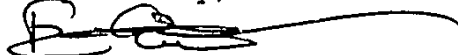
Enclosed are the Articles of Incorporation for
Truck Stop of Jacksonville, Inc., and a check for \$122.50
to cover the filing fees and certification fee.

If any further information is needed, please contact me at
904-276-7686 rather than return the application. Should you
need to return the application, please return it to:

c/o Fran Wierer, E.A.
589 Blanding Blvd.
Orange Park, Fl.
32073

Thank you.

Respectfully,



Frances E. Wierer, E.A.

FILED
97 MAR 28 AM 11:06
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

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97 MAR 28 AM 11:06

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a Corporation under the Florida General Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be as follows:

Truck Stop of Jacksonville, Inc.

ARTICLE II

The duration of this corporation shall be perpetual.

ARTICLE III

The purpose of this corporation is the transaction of any and all lawful business for which corporations may be incorporated in this state.

ARTICLE IV

The total number of shares which the corporation is authorized to issue is one thousand (1,000) shares, all of which shall be common shares with par value of \$1.00. All issued stock shall be held of record by not more than twenty five (25) persons. Stock shall be issued and transferable only to natural persons, estates or trusts as described in 26 U. S. C. 1371. No stock shall be issued or transferred to non-resident aliens.

ARTICLE V

The street address of the initial registered address of the Corporation is:

7840 Atlantic Blvd., Jacksonville, Fl. 32211

The mailing address of the initial registered address of the Corporation is:

7840 Atlantic Blvd., Jacksonville, Fl. 32211

The Principal address of the Corporation is:

7840 Atlantic Blvd., Jacksonville, Fl. 32211

The name of the initial registered agent at such address is as follows:

Thomas K. Rowe

ARTICLE VI

Initial Board of Directors

This Corporation shall have two (2) directors initially. The names and addresses of the initial directors of this Corporation are as follows:

Thomas K. Rowe,

2727 Austin Rose Lane,
Orange Park, Fl. 32073

Donna Rowe,

2727 Austin Rose Lane,
Orange Park, Fl. 32073

ARTICLE VII

The name and address of the incorporators is as follows:

Thomas K. Rowe,

2727 Austin Rose Lane,
Orange Park, Fl. 32073

Donna Rowe,

2727 Austin Rose Lane,
Orange Park, Fl. 32073

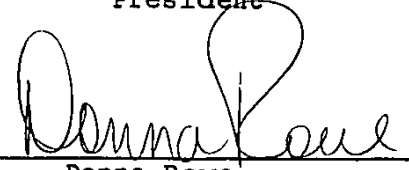
ARTICLE VIII

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation on the Twenty-fifth day of March, 1997.



Thomas K. Rowe,
President



Donna Rowe,
Secretary/Treasurer

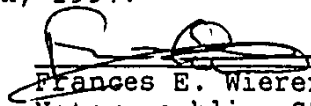
Executed by me the Twenty-fifth day of March, 1997

STATE OF FLORIDA)
) SS:
COUNTY OF CLAY)

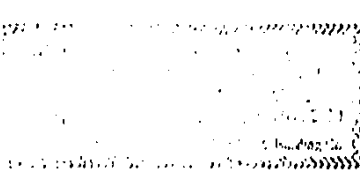
The foregoing Articles of Incorporation of

Truck Stop of Jacksonville, Inc.

were acknowledged before me this Twenty-fifth day of March, 1997.



Frances E. Wierer, E.A.
Notary public, State of Florida

My commission Expires: 

ACCEPTANCE OF APPOINTMENT

Pursuant to Section 48.091 and 607.037, Florida Statutes, the undersigned acknowledges and accepts the appointment as registered agent of Basketique, Inc., and agrees to act in the capacity and to comply with the provisions of the Florida General Corporation Act. The undersigned is familiar with, and accepts the obligations of, Section 606.325, Florida Statutes.

Signed _____

Thomas K. Rowe
Registered Agent

Date: _____

FILED
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TALLAHASSEE, FLORIDA