

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 224-1122

19700034668

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

[Signature]
 4/17

REQUEST TAKEN CONFIRMED APPROVED
 DATE 4-17-97
 TIME 11:22 CK No. _____
 BY CJB

WALK-IN Will Pick Up _____

RE: Garden Street Petrol, Inc.

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Call Trans. 555 PM		
<input checked="" type="checkbox"/> No. of Inv. File		
<input type="checkbox"/> Corp. Record Se		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> Cert. Copy(s) <i>photo</i>		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S-		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ()		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () pgs.		

SUBTOTALS _____

FEE.....	
DISBURSED.....	
SURCHARGE.....	
TAX on corporate supplies.....	
SUBTOTAL.....	
PREPAID.....	
BALANCE DUE.....	

RECEIVED
 APR 17 PM 12:40
 FILED
 APR 17 PM 2:00
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

ARTICLES OF INCORPORATION
OF
GARDEN STREET PETROL, INC.

FILED
97 APR 17 PM 2:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE ONE NAME: The name of corporation shall be GARDEN STREET PETROL, INC.

ARTICLE TWO PRINCIPAL OFFICE: The street and mailing address of the initial principal office of the corporation shall be 3465 Garden Street, Titusville, FL 32796.

ARTICLE THREE AUTHORIZED SHARES: The number of shares of stock the corporation is authorized to have outstanding at any one time is: 100 common shares with the par value of \$0.10 each.

ARTICLE FOUR INITIAL REGISTERED AGENT/ OFFICE: The name of the initial registered agent and the street address of the initial registered office of the corporation is Arthur S. Kelly, 3270 Suntree Blvd., Melbourne, FL 32940.

ARTICLE FIVE INCORPORATOR: The name and street address of the incorporator is Arthur S. Kelly, 3270 Suntree Blvd., Melbourne, FL 32940.

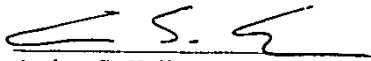
The undersigned incorporator has executed these Articles of Incorporation on April 14, 1997.


Arthur S. Kelly, Incorporator

CERTIFICATE OF DESIGNATION
OF
REGISTERED AGENT/ REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, 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.

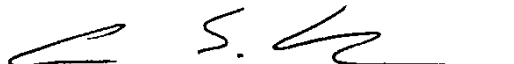
1. The name of the corporation is: GARDEN STREET PETROL, INC.
2. The name and address of the registered agent and office is: Arthur S. Kelly, 3270 Suntree Blvd., Melbourne, FL 32940.



Arthur S. Kelly, Incorporator
Date: April 14, 1997.

ACCEPTANCE OF DESIGNATION
AS REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I 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. I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



Arthur S. Kelly

Date: April 14, 1997.

FILED
APR 17 PM 2:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA