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PLEASE REPLY TO:

June 3, 1997

Coral Gables

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

Re: Gables Citgo Corp.

500002208385--6
-06/11/97--01028--010
****122.50 ****122.50

Sirs:

Enclosed are the original and one copy of the articles of incorporation for the above-named proposed Florida corporation. Also enclosed is a check in the amount of \$122.50, representing the fees for filing and a certified copy.

Thank you for your assistance in this matter.

Very truly yours,

Michael B. Feiler

MBF:dcd

FILED
97 JUN 11 AM 8 58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

946-12-97

ARTICLES OF INCORPORATION OF

Gables Citgo Corp.

ARTICLE I. CORPORATE NAME.

The name of this corporation is Gables Citgo Corp.

ARTICLE II. PRINCIPAL OFFICE.

The principal place of business and mailing address of this corporation are

195 Bird Rd.
Coral Gables, FL 33134

ARTICLE III. CAPITAL STOCK.

The number of shares of stock that this corporation is authorized to have outstanding at any one time is TEN THOUSAND.

ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE.

The name and address of the initial registered agent are

RIGOBERTO PLASENCIA
195 Bird Rd.
Coral Gables, FL 33134

V. INCORPORATOR

The name and address of the incorporator is:

MICHAEL B. FEILER, ESQ.
3929 Ponce de Leon Blvd.
Coral Gables, FL 33134

SIGNATURE

The undersigned has executed these articles of incorporation on JUNE 3, 1997.


MICHAEL B. FEILER, ESQ.

FILED
97 JUN 11 AM 8 58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

Pursuant to the provisions of F.S. 607.0501, 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 GABLES CITGO CORP.
2. The name of the registered agent is RIGOBERTO PLASENCIA.
3. The address of the registered agent/registered office is 195 Bird Rd., Coral Gables, FL 33134.

Acceptance

Having been named as registered agent and designated to accept service of process for the above corporation, 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.


By: RIGOBERTO PLASENCIA

Date: 6/3/97

FILED
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NOTARY STATE
PALM BEACH COUNTY