

LAW OFFICES OF
Broida and McKinney, P.A.

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JOEL D. BROIDA
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P97000053434
June 13, 1997

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

RE: TALLMADGE PROPERTIES, INC.

Dear Sir or Madam:

Enclosed for filing with the Secretary of State are the Articles of Incorporation of TALLMADGE PROPERTIES, INC. Enclosed is my trust account check made payable to the Secretary of State in the amount of \$70.00 representing the fee for filing same.

Upon recordation, please return the Articles to me.

Thank you for your assistance and your prompt attention in this regard.

Very truly yours,

Joel Broida

Joel D. Broida
JDB/gc
encs.

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ARTICLES OF INCORPORATION
OF
TALLMADGE PROPERTIES, INC.

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DIVISION OF CORPORATIONS
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The undersigned, a natural person acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I: CORPORATE NAME

The name of this Corporation is TALLMADGE PROPERTIES, INC., located at 102 16th St., Belleair Beach, FL 33786.

ARTICLE II: TERM OF EXISTENCE

This Corporation shall have perpetual existence, commencing upon the filing and approval of these Articles of Incorporation with and by the Secretary of State of the State of Florida.

ARTICLE III: CORPORATE PURPOSES AND POWERS

The purpose for which this Corporation is formed is to own and operate convenience stores and gas stations, as well as to do everything necessary, proper, advisable or convenient for the accomplishment of said purpose, and to do all other things incidental to said purpose or connected therewith that are not forbidden by the Florida Corporation Laws or by any other laws, or by these Articles of Incorporation; and to engage in any activity or business now or hereafter authorized and permitted under the laws of the United States and the State of Florida to include but not necessarily be limited to the following:

A. To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with

real or personal property or any interests therein, wherever situated;

B. To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes bonds, and other obligations, and secure any of its obligation by mortgage or pledge of all or any of its property, franchises, and income;

C. To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested;

D. To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

E. To be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust or other enterprise;

F. To conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida General Corporation Act within or without the State of Florida;

G. To purchase, subscribe for, or otherwise acquire interests or shares in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals as well as any direct or indirect obligations of the United States or

any other government or instrumentality thereof;

H. To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans and other incentive plans for any or all of its Directors, Officers and employees and for any or all of the Directors, Officers and employees of its subsidiaries;

I. To transact any lawful business which the Board of Directors shall find to be in aid of governmental policy;

J. To make donations for the public welfare or for charitable, scientific or educational purposes;

K. To lend money to, and use its credit to assist, its officers and employees in accordance with Section 607.141, Florida Statutes;

L. To purchase, take, receive, or otherwise acquire, hold, own, pledge, grant a security interest in, transfer or otherwise dispose of its own shares;

M. To elect or appoint officers and agents of the Corporation and define their duties and fix their compensation;

N. To make and alter Bylaws, not inconsistent with these Articles of Incorporation or with the laws of the State of Florida, for the administration and regulation of the affairs of the Corporation;

O. To have a corporate seal and to use the same by causing it, or a facsimile thereof, to be impressed, affixed or in any other manner reproduced; and

P. To engage in any activity or business permitted

under the laws of the United States and of the State of Florida. None of the objects, purposes and powers hereinabove set forth, except where otherwise specified in this Article, shall be in any way limited or restricted by reference to or inference from the terms of any other objects, purposes and powers set forth in this Article or any other Articles. The objects, purposes and powers specified in each of the clauses in the Articles shall be regarded as independent objects, purposes and powers.

ARTICLE IV: AUTHORIZED SHARES

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is One Hundred (100) shares of common stock having a par value of \$1.00. The sum of the par value of all shares of capital stock of the Corporation that have been issued shall be the stated capital of the Corporation at any particular time.

ARTICLE V: DIVIDENDS

The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property or in shares of capital stock of the Corporation.

ARTICLE VI: REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial registered office of this Corporation in the State of Florida is Joel D. Broida, Esq., 605 - 75th Ave., St. Pete Beach, FL 33706,. Said Registered Agent, by virtue of his signature on the last page of these Articles of Incorporation acknowledges

appointment as such Registered Agent and Agrees to accept service of process for this Corporation.

The Board of Directors from time to time may move the registered office to any other address in the State of Florida.

ARTICLE VII: MANAGEMENT

The business of this Corporation shall be managed by its Board of Directors and said Board of Directors shall have complete charge of the business of the Corporation. The Board of Directors shall elect the officers of the Corporation who shall consist of a President and Secretary and such other officers as the Board of Directors may deem advisable. The Board of Directors may determine the Compensation of such officers.

ARTICLE VIII: BOARD OF DIRECTORS

The initial Board of Directors shall consist of a minimum of two (2) and a maximum of five (5) members, who need not be residents of the State of Florida or shareholders of the Corporation. The number of Directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

The names and addresses of the initial Directors of this Corporation, who shall serve as Directors until the first annual meeting of shareholders or until their successors shall have been elected and qualified, are as follows:

SHEFIK R. TALLMADGE
102 16th St.
Belleair Beach, FL 33786

KATHLEEN A. TALLMADGE
102 16th St.
Belleair Beach, FL 33786

ARTICLE IX: INCORPORATOR

The name and street address of the persons signing these Articles of Incorporation as the incorporator is:

SHEFIK R. TALLMADGE
102 16th St.
Belleair Beach, FL 33786

KATHLEEN A. TALLMADGE
102 16th St.
Belleair Beach, FL 33786

ARTICLE X: AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders meeting by no less than a majority of the stock entitled to vote, unless all of the Directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

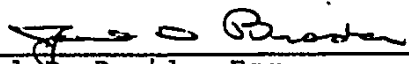
IN WITNESS WHEREOF, the undersigned, as incorporators, have executed the foregoing Articles of Incorporation this 11th day of June, 1997.


KATHLEEN A. TALLMADGE -
Incorporator


SHEFIK R. TALLMADGE -
Incorporator

Acceptance of appointment
as Registered Agent:

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

BY: 
Joel D. Broida, Esq.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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STATE OF FLORIDA :
COUNTY OF PINELLAS :

BEFORE ME, a Notary Public, personally appeared SHEFIK R. TALLMADGE and SHEFIK R. TALLMADGE, well known to be the persons described as Incorporators, or in the alternative a driver's license as identification, and who executed the foregoing Articles of Incorporation and who acknowledged before me, under oath administered by me, that they executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 11th day of June, 1997.

Gloria G Chase
NOTARY PUBLIC, State of Florida
at Large.

My Commission Expires:



GLORIA G. CHASE
Notary Public, State of Florida
My Commission Exp. June 17, 1998
No. CC491303