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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: 6390 CORP.

AUDIT NUMBER.....H97000011455

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 5

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

7-10-97 JUL 15 1997

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ARTICLES OF INCORPORATION

ARTICLE ONE

NAME

The name of this corporation shall be 6390 Corp.

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TALLAHASSEE, FLORIDA

ARTICLE TWO

TERM OF EXISTENCE

This corporation shall have perpetual existence unless sooner dissolved, in accordance with the laws of the State of Florida. Corporate existence shall commence upon the filing of these Articles with the Secretary of State.

ARTICLE THREE

PURPOSE

The corporation is being formed to engage in the operation of a mini-market store / gasoline station, and to carry on such business activities as are ancillary and incidental to the aforesaid, and to conduct such other activities permitted under the laws of the United States of America and the laws of the State of Florida.

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Prepared by:

Robert Lederman, Esquire
1670 Madruga Avenue - Suite 311
Coral Gables, Florida 33146
(305) 666-2268
Florida Bar No.: 200621

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ARTICLE FOUR

CAPITAL STOCK

The capital stock of this corporation shall consist of 7,500 shares of common stock with a par value of \$1.00 per share.

ARTICLE FIVE

DIRECTORS

The number of Directors will not be less than one. The name and address of the first Director of this corporation is RAFFOUL AJAMI, 7860 N.W. 58th Street, Miami, Florida 33166.

ARTICLE SIX

PRINCIPAL OFFICE

The initial address of the principal office of the corporation is 7860 N.W. 58th Street, Miami, Florida 33166.

ARTICLE SEVEN

INCORPORATOR

The name and address of the person signing these Articles as an incorporator is ROBERT LEDERMAN, 1570 Madruga Avenue, Suite 311, Coral Gables, 33146.

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ARTICLE EIGHT

INITIAL REGISTERED AGENT AND OFFICE

The name of this corporation's initial registered agent and the street address of its initial registered office is **ROBERT LEDERMAN**, 1570 Madruga Avenue, Suite 311, Coral Gables, 33146.

ARTICLE NINE

AMENDMENT

The Articles of Incorporation may be amended in any manner consistent with the laws of the State of Florida.

ARTICLE TEN

INDEMNIFICATION

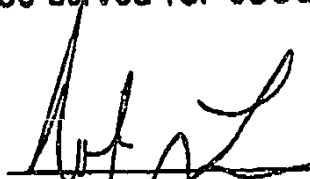
This corporation shall indemnify any and all of its Directors or Officers, or former Directors or Officers, to the maximum extent permissible by law in connection with any action, suit or proceeding, whether civil, criminal, administrative, or investigative (and any appeals thereof) to which any such person or his legal representative shall be made a party. The foregoing right of indemnification shall not be exclusive of any other rights to which any such person may be entitled as a matter of law or which may be lawfully granted to him.

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**ACCEPTANCE OF DESIGNATION
OF
REGISTERED AGENT**

The undersigned hereby accepts the appointment as Registered Agent, upon whom process may be served for 6390 Corp.


Robert Lederman

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CLERK OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

The foregoing instrument was acknowledged before me on this 14th day of July, 1997, by Robert Lederman, who is personally known to me or who has produced a Florida driver's license as identification and who did take an oath.

Notary Public
Print Name:

my commission expires:

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