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ARTICLES OF INCORPORATION

OF

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J. F. AMOCO, INC..

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE I: NAME

The name of the Corporation shall be: J. F. AMOCO, INC..

ARTICLE II: PURPOSE

The principal nature and purposes for which this corporation is organized is retail gasoline business but the corporation shall be permitted to engage in any legally permitted activity.

ARTICLE III: SHARES

The number of shares of stock that this corporation is authorized to have issued at any one time is Seven Thousand (7,000).

Articles Prepared by:

Humberto Cancio, Jr., Esq.
2300 Coral Way
First Floor
Miami, Florida 33145
(305) 856-7777
FL Bar No.: 260142

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FILED
CLERK OF DISTRICT COURT
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ARTICLE IV. INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

ALEXANDER AZNAREZ

2990 NorthWest 24th Street,
Miami, Florida, 33142

ARTICLE V. INCORPORATORS

The names and street addresses of the incorporators to these Articles of Incorporation are:

ALEXANDER AZNAREZ

2990 NorthWest 24th Street,
Miami, Florida, 33142

JOSE FLORES

2990 NorthWest 24th Street,
Miami, Florida, 33142

Articles Prepared by:

Humberto Cancio, Jr., Esq.
2300 Coral Way,
Suite 100
Miami, Florida 33146
(305) 856-7777
FL Bar No.: 260142

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ARTICLE VI. ADDRESS OF CORPORATION'S FIRST PLACE OF BUSINESS

The first address of the corporation shall be 2990 NorthWest 24th Street, Miami, Florida 33142.

ARTICLE VII. BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by the Bylaws adopted by the Stockholders, but shall never be less than one.

ARTICLE VIII. INITIAL MEMBERS OF THE BOARD OF DIRECTORS

The names of the members of the initial Board of Directors of this Corporation and their street addresses are as follows:

ALEXANDER AZNAREZ

2990 NorthWest 24th Street,
Miami, Florida 33142

Articles Prepared by:

Humberto Cancio, Jr., Esq.
2300 Coral Way,
Suite 100
Miami, Florida 33146
(305) 856-7777
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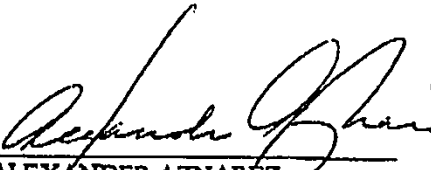
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JOSE FLORES

2990 North West 24th Street
Miami, Florida 33142

The undersigned incorporators have executed these Articles of Incorporation this 28 th Day of
April, 1997.


ALEXANDER AZNAREZ


JOSE FLORES

Articles Prepared by:

Humberto Cancio, Jr., Esq.
2300 Coral Way,
Suite 100
Miami, Florida 33146
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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in these articles, 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.


ALEXANDER AZNAREZ

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Miami, Florida 33145
(305) 856-7777
FL Bar No.: 260142

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