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Suite 300
4501 Tamiami Trail North
Naples, Florida 34103-3060
941/262-5959
FAX 941/434-4999

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West Palm Beach and Naples, Florida
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Leo J. Salvatori
Joseph D. Zaks

Quarles & Brady

P97000083732

September 23, 1997

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

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-09/25/97--01037--010
*****122.50 *****122.50

RE: Brooks Petroleum Co. of Florida, Inc.

Dear Sir:

Enclosed please find the original Articles of Incorporation and our check in the amount of \$122.50 to cover the following costs with respect to the above referenced corporation:

- | | | |
|----|---|---------|
| 1. | Articles of Incorporation (filing) | \$35.00 |
| 2. | Certified copy of Articles of Incorporation | \$52.50 |
| 3. | Registered Agent Fee | \$35.00 |

Thank you for your assistance in this matter.

Sincerely,

Barbara Roller

Barbara Roller
Legal Assistant to John Humphreville

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP 25 PM 4: 21

4
/bdr
Enclosures

cc: Steve L. Brooks

D. BROWN SEP 26 1997

**ARTICLES OF INCORPORATION
OF
BROOKS PETROLEUM CO. OF FLORIDA, INC.**

**FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP 25 PM 4:21**

I, the undersigned natural person, acting as incorporator of a corporation under the Florida Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

**ARTICLE I
Name and Address**

The name of the corporation is Brooks Petroleum Co. of Florida, Inc.

**ARTICLE II
Duration**

The duration of the corporation shall be perpetual.

**ARTICLE III
Purposes**

The purpose for which the corporation is organized is to operate a retail gasoline and convenience store and any lawful activity under Florida law.

**ARTICLE IV
Capital Stock**

The aggregate number of shares which the corporation shall have authority to issue is Ten Thousand (10,000) shares, consisting of one class only, designated as "Common Stock," of the par value of One Dollar (\$1.00) per share.

**ARTICLE V
Directors**

The affairs of the corporation shall be managed by a Board of Directors whose number and qualifications shall be fixed by the Bylaws. The initial Directors are:

Steve L. Brooks

**ARTICLE VI
Right to Purchase Own Shares**

The corporation shall have the right to acquire its own shares from time to time, upon such terms and conditions as the Board of Directors shall fix.

**ARTICLE VII
Registered Office and Agent**

The address of the initial registered office of the corporation is, 4501 Tamiami Trail North, Suite 300, Naples, Collier County, Florida 34103-3060, and the name of its initial registered agent at such address is John D. Humphreville.

ARTICLE VIII
Incorporator

The name and address of the incorporator is John D. Humphreville, 4501 Tamiami Trail North, Suite 300, Naples, Florida 34103-3060.

ARTICLE IX
Principal Office


The principal office of the corporation is located at 211 Bayfront Drive, Bonita Springs, Florida 34134.

Executed this 23rd day of September, 1997.


John D. Humphreville, Incorporator

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 23rd day of September, 1997 by John D. Humphreville, who is personally known to me and who did not take an oath.


NOTARY PUBLIC (SEAL)
(Print name below)
Barbara Roller
Notary Public

My Commission Expires:



CERTIFICATE OF ACCEPTANCE OF DESIGNATED REGISTERED AGENT AND REGISTERED OFFICE.

In compliance with Section 48.091, Florida Statutes and Section 607.0501(3) of the Florida Business Corporation Act, the following is submitted:

1. That Brooks Petroleum Co. of Florida, Inc., desiring to organize under the laws of the State of Florida, has named John D. Humphreville located at Barnett Center, 4501 Tamiami Trail North, Suite 300, Naples, Collier County, Florida 34103-3060, as its agent to accept service of process within Florida.

Dated: ²³September ~~22~~, 1997


John D. Humphreville, Incorporator

2. That, having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity; I am familiar with and accept the obligations of §607.0505 of the Florida Business Corporation Act and further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: ²³September ~~22~~, 1997



John D. Humphreville

COUNTY OF COLLIER
STATE OF FLORIDA

The foregoing instrument was acknowledged before me this ^{23rd} day of September, 1997 by John D. Humphreville, who is personally known to me and who did not take an oath.

My Commission Expires:




NOTARY PUBLIC (SEAL)
(Print name below)
Barbara Roller
Notary Public

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP 25 PM 4:21

P97000083733

ELECTRONIC FILING AUDIT RECORD

4:14 PM

9/26/97

FAX AUDIT NUMBER: H97-000016024 HAS A CURRENT STATUS OF REJECTED

FILED (ID): H97000016024

FROM: MICHAEL G. ELLIS, PA

11900 BISCAYNE BLVD.

SUITE 505

MIAMI, FL 33181-0000 US

CONTACT NAME: MICHAEL ELLIS

PH: (305)895-2100

USERID: 110417000417 ACCOUNT: 110417000417 SUB-ACCOUNT:

DOCUMENT TYPE: EFILE1

TOTAL PAGES: 3

CORPORATE NAME: CAPITAL SILVER CORPORATION

DEPOSIT(S):

CERTIFIED COPY: 1

CERTIFICATE OF STATUS: 0

FAX PHONE NUMBER: (305)892-9614

REQUEST DATE: 09/26/1997 TIME: 09:28:33

DELIVERY METHOD: F

FAX-ID: 197A00047823

ESTIMATED CHARGE: \$122.50

CAPITAL CONTR:

AMT INCREASE

D/REASON:

USER YEAR:

CORP STATUS:

TOTAL CORPS: 0

1. RETURN TO MENU

ENTER SELECTION AND CR:

773-5360

W-22179

H97000016024

Articles Of Incorporation
OF
CAPITAL SILVER CORPORATION
A Florida Corporation

The undersigned acting as incorporator of Capital Silver Corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of this Florida Corporation is:

Capital Silver Corporation

ARTICLE II. ADDRESS

The Corporations mailing address is:

3226 Mary Street Suite 7
Coconut Grove, FL 33133-5233

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the Corporation shall begin effective September 26, 1997.

ARTICLE IV. PURPOSE

The Corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares the Corporation is authorized to have outstanding at any time is 5,000 shares of common stock having a par value of \$1.00 per share.

Michael G. Ellis PA
11900 Biscayne Boulevard
S505
Miami, FL 33181-2726
305-895-2100

H97000016024

H97000016024

ARTICLE VI. REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is %Michael G. Ellis PA, 11900 Biscayne Boulevard S505, Miami, FL 33181-2726 and the name of the Corporations initial registered agent at that address is Michael G. Ellis.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The Corporation shall be managed by a Board of Directors consisting of no less than 1 director(s). The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than 1. The name of the initial director(s):

Name

Aaron Minkowitz

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator is:

Michael G. Ellis PA
11900 Biscayne Boulevard S505
Miami, FL 33181-2726

The incorporator of the Corporation assigns to this Corporation his/her rights under Section 607.0201, Florida Statutes, to constitute a Corporation, and he/she assigns to those persons designated by the Board of Directors any rights he/she may have as incorporator to acquire any of the Capital Stock of this Corporation, this assignment becomes effective on the date.

ARTICLE IX. AMENDMENTS

The Corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purposes of forming a Corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 26th day of September 1997.

Michael G. Ellis PA

By: 
Michael G. Ellis, President

H9700016024

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Chapter 48.091, the following is submitted:

Capital Silver Corporation desiring to organize under the laws of the State of Florida with its initial registered office as indicated in the Articles of Incorporation, at 11900 Biscayne Boulevard S505, Miami, FL 33181-2726 has named Michael G. Ellis PA, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for this Corporation named above, at the place designated in this certificate, I agree to act in that capacity and to comply with complete discharge of its duties.

Dated this 26th day of September 1997.



Michael G. Ellis, President
Michael G. Ellis PA
September 26, 1997