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CHARLES M. SAMAHA
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*****SPEED MEMO*****

October 1, 1997

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Fla. 32314

500002311165--6
-10/03/97--01059--010
*****70.00 *****70.00

RE: GULF TO BAY AMOCO INC.

Dear Sir:

Please find enclosed original of Articles of Incorporation,
original Resident Agent Designation form, and check in the amount
of \$70.00 covering the total filing fee.

Please return a copy of the filed Articles of Incorporation to:

Charles M. Samaha, Esq.
Post Office Box 450
St. Petersburg, FL 33731-0450

Thank you for your assistance in this matter.

Cordially,


CHARLES SAMAHA

Encls.

FILED
97 OCT -3 AM 8:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10/6/97-747

ARTICLES OF INCORPORATION

OF

GULF TO BAY AMOCO INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

NAME AND ADDRESS OF CORPORATION

The name and address of the corporation are Gulf To Bay Amoco Inc., 621 Monte Cristo Blvd., Tierra Verde, FL 33715.

ARTICLE II

Duration

The duration of the corporation is perpetual.

ARTICLE III

Purpose

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

Capital Stock

This corporation is authorized to issue one thousand (1,000) shares of one dollar (\$1) par value common stock which shall be designated common shares.

ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 259 Fourth Avenue North, St. Petersburg, Florida 33701, and the name of the initial registered agent at such address is CHARLES M. SAMAHA.

ARTICLE VI

Management of Corporation

The names and addresses of the initial officers and directors who shall hold office the first year of the corporation's existence

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

or until their successors are elected, are: Ashraf Zaki, President, Secretary & Treasurer, 621 Monte Cristo Blvd., Tierra Verde, FL 33715.

ARTICLE VII

Incorporators


The name and address of the persons signing these Articles is: Ashraf Zaki, 621 Monte Cristo Blvd., Tierra Verde, FL 33715.

ARTICLE VIII

Amendments

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the stockholders is subject to this reservation.

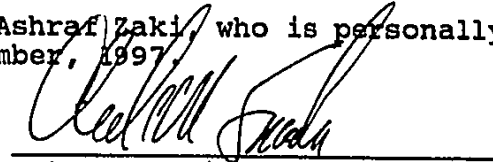
IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 29th day of September, 1997.

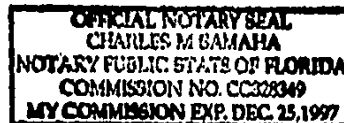

Witness


Incorporator

STATE OF FLORIDA)
COUNTY OF PINELLAS)

ACKNOWLEDGED TO before me by, Ashraf Zaki, who is personally known to me, this 29th day of September, 1997.


Notary Public, State of Fla.
Charles M. Samaha
My Commission Expires:



**CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.325, Florida Statutes, 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: _____

Gulf To Bay Amoco Inc.

2. The name and address of the registered agent and office is: _____

Charles M. Samaha

259. 4th Ave. N.

(P. O. BOX NOT ACCEPTABLE)

St. Pete, FL 33701

(CITY/STATE/ZIP)

SIGNATURE x _____

(Corporate Officer)

TITLE _____

DATE _____

9-29-97

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, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE _____

(Registered Agent)

DATE _____

9-29-97

REGISTERED AGENT FILING FEE: \$20.00

FILED
97 OCT -3 AM 8:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA