

PA700092086

OCTOBER 21, 1997

FILED

97 OCT 24 PM 2:12

DEAR SIR:

PLEASE FIND ENCLOSED ARTICLES OF INCORPORATION FOR DEPOT, INC. THE PHONE NUMBER IS (904) 259 - 6033.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLEASE FIND ALSO ENCLOSED A CHECK FOR 70.00 FOR THE FILING

FEE. I HAVE ENCLOSED AN EXTRA COPY OF THE ARTICLES OF INCORPORATION, PLEASE STAMP THEM FILED AND RETURN THEM. 11-1-97

SINCERELY,

Samuel S. Gentry

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*****70.00 *****70.00

P.Hall

OCT 27 1997

ARTICLES OF INCORPORATION

OF

DIESEL DEPOT, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED INCORPORATOR OF THESE ARTICLES OF INCORPORATION IS A NATURAL PERSON COMPETENT TO CONTRACT AND HEREBY FORMS A CORPORATION FOR PROFIT UNDER THE GENERAL CORPORATION ACT AND OTHER LAWS OF THE STATE OF FLORIDA.

EFFECTIVE DATE

11-1-97

ARTICLE I. NAME

THE NAME OF THIS CORPORATION IS DIESEL DEPOT, INC.

ARTICLE II. COMMENCEMENT

THIS CORPORATION WILL EXIST EFFECTIVE NOVEMBER 1, 1997.

ARTICLE III. DURATION

THIS CORPORATION IS TO EXIST PERPETUALLY.

ARTICLE IV. PURPOSE

THIS CORPORATION IS ORGANIZED FOR THE PURPOSE OF TRANSACTING ANY OR ALL LAWFUL BUSINESS.

ARTICLE V. CORPORATION POWERS

THIS CORPORATION SHALL HAVE THE POWER TO DO ANYTHING NECESSARY AND PROPER FOR THE ACCOMPLISHMENT OR FURTHERANCE OF ANY PURPOSES OR OBJECTS OF THIS CORPORATION ENUMERATED IN THESE ARTICLES OF INCORPORATION, OR ANY AMENDMENT THEREOF, NECESSARY OR INCIDENTAL TO THE ACCOMPLISHMENT OR FURTHERANCE OF THE PURPOSES OR OBJECTS OF THIS CORPORATION AND TO HAVE, IN FURTHERANCE OF THE CORPORATE PURPOSE, ALL OF THE POWERS CONFERRED UPON CORPORATIONS ORGANIZED UNDER THE FLORIDA GENERAL CORPORATION ACT.

ARTICLE VI. CAPITAL STOCK

THE MAXIMUM NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO ISSUE IS 100 SHARES OF COMMON STOCK HAVING A PAR VALUE OF \$ 1.00 PER SHARE. THE BOARD OF DIRECTORS IS AUTHORIZED TO ISSUE "SECTION 1244 STOCK" AS DEFINED BY SECTION 1244 OF THE INTERNAL REVENUE CODE.

ARTICLE VII. INITIAL PRINCIPAL OFFICE, REGISTERED OFFICE AND AGENT

THE ADDRESS OF THE PRINCIPAL OFFICE OF THE CORPORATION IS P O BOX 503, MACCLENNY, FL 32063; THE INITIAL REGISTERED OFFICE OF THE CORPORATION IS 636 WEST LOWDER ST., MACCLENNY, FL 32063; AND THE NAME OF THE INITIAL REGISTERED AGENT AT THAT ADDRESS IS SAMUEL GENTILE. THE STOCKHOLDERS SHALL HAVE THE POWER TO ESTABLISH BRANCH OFFICES, AND TO MOVE THE PRINCIPAL OFFICE TO ANY OTHER ADDRESS IN FLORIDA.

ARTICLE VIII. INCORPORATOR

THE NAME AND ADDRESS OF THE PERSON SIGNING THESE ARTICLES IS:

SAMUEL GENTILE
636 WEST LOWDER ST.
MACCLENNY, FL 32063

ARTICLE IX. MANAGEMENT OF CORPORATION BY SHAREHOLDERS

ALL CORPORATE POWERS SHALL BE EXERCISED BY OR UNDER THE AUTHORITY OF, AND THE BUSINESS AND AFFAIRS OF THIS CORPORATION SHALL BE MANAGED UNDER THE DIRECTION OF, THE SHAREHOLDERS OF THIS CORPORATION.

ARTICLE X. CALLING OF SPECIAL MEETINGS

SPECIAL MEETINGS OF SHAREHOLDERS OF THIS CORPORATION SHALL HAVE THE SOLE POWER TO ADOPT, AMEND OR REPEAL BY-LAWS FOR THE MANAGEMENT OF THIS CORPORATION, AND THE DUTIES OF THE OFFICERS SHALL BE PRESCRIBED BY SUCH BY-LAWS.

ARTICLE XI. INITIAL DIRECTORS

THE NAMES AND POST OFFICE ADDRESSES OF THE MEMBERS OF THE FIRST BOARD OF DIRECTORS OF THIS CORPORATION ARE:

1> SAMUEL GENTILE: 636 WEST LOWDER ST.

MACCLENNY, FL 32063

ARTICLE XII. INITIAL OFFICERS AND SUBSCRIBERS

THE NAMES AND POST OFFICE ADDRESSES OF THE OFFICERS WHO ARE TO SERVE UNTIL THE FIRST ELECTION UNDER THE ARTICLES OF INCORPORATION ARE AS FOLLOWS:

PRESIDENT: SAMUEL GENTILE: 636 WEST LOWDER ST.

MACCLENNY, FL 32063

ARTICLE XIII. AMENDMENT

THESE ARTICLES OF INCORPORATION MAY BE AMENDED IN THE MANNER PROVIDED BY LAW.

IN WITNESS WHEREOF THE UNDERSIGNED SUBSCRIBER HAS EXECUTED THESE ARTICLES OF INCORPORATION ON NOVEMBER 1, 1997.


SAMUEL GENTILE

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

IN PURSUANCE OF FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED
IN COMPLIANCE WITH SAID ACT:

FIRST, THAT DIESEL DEPOT, INC., DESIRING TO ORGANIZE UNDER
THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL OFFICE,
AS INDICATED IN THE ARTICLES OF INCORPORATION AT THE CITY OF
MACCLENNY, FL HAS NAMED:

LOCATED AT: SAMUEL GENTILE
636 WEST LOWDER ST.
MACCLENNY, FL 32063

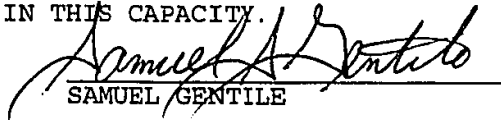
AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THIS STATE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ACKNOWLEDGMENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFI-
CATE, I HEREBY ACCEPT TO ACT IN THIS CAPACITY.


SAMUEL GENTILE