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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

12/04/97

FLORIDA DIVISION OF CORPORATIONS  
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FROM: ACE INDUSTRIES, INC.  
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NAME: C&S PETROLEUM, INC.

AUDIT NUMBER.....H97000019997

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

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#97-19997

ARTICLES OF INCORPORATION  
OF  
C&S PETROLEUM, INC.

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TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME.

The name of this corporation is

C&S PETROLEUM, INC.

The principal place of business of this corporation shall be 5152 Alabama Highway 22, Selma, Alabama 36701.

ARTICLE II. NATURE OF BUSINESS.

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III. CAPITAL STOCK.

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is ONE HUNDRED (100)--shares of common stock having a One Dollar (\$1.00) par value.

Every original incorporating stockholder upon the sale for cash, property or services or new shares or shares authorized but unissued, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others, which price, in case of par value shares may be in excess of par.

The transfer of shares may be restricted as provided for in the By-Laws as adopted by stockholders or by other agreement between the parties thereto.

#97-19997  
Prepared by:  
ACE Industries, Inc.  
54 Northwest 11th St.  
Miami, FL 33136  
P. 20

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ARTICLE IV.

TIME OF EXISTENCE.

This Corporation is to exist perpetually and shall commence after the filing of these Articles with the Secretary of State.

ARTICLE V.

INITIAL REGISTERED OFFICE  
AND AGENT.

The Street Address of the Initial Registered office of this corporation is 1035 N.E. 125th Street #205, North Miami, Florida 33161 and the name of the Initial Registered Agent of this corporation at that address is RICHARD CASON.

ARTICLE VI.

INITIAL BOARD OF DIRECTORS.

This corporation shall have (2) directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The names and addresses of the initial directors of this corporation are:

RICHARD CASON  
1035 N.E. 125TH ST. #205  
NORTH MIAMI, FL 33161

MICHAEL SPICER  
1035 N.E. 125TH ST. #205  
NORTH MIAMI, FL 33161

ARTICLE VII.

INCORPORATOR.

The name and address of the person signing these articles is:

RICHARD CASON  
1035 N.E. 125TH STREET #205  
NORTH MIAMI, FLORIDA 33161

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ARTICLE VIII.


BYLAWS.

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLES IX.

AMENDMENTS.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a stockholders' meeting, unless all the Directors and all the stockholders sign a written statement manifesting their intention that certain amendments of these Articles of Incorporation be made.

  
RICHARD CASON

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

C&S PETROLEUM, INC.

In pursuant of Chapter 48.091, Florida Statutes, the  
following is submitted, in compliance with said Act:

First-That C&S PETROLEUM, INC. desiring to  
organize under the laws of the State of Florida with its  
principal office, as indicated in the Articles of Incorporation  
at City of North Miami, Coutny of Dade, Florida, and has named

RICHARD CASON

located at

1035 N.E. 125TH STREET #205

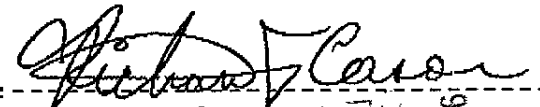
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(Street address and number of building,  
Post Office Box address not acceptable)

City of North Miami, County of Dade and State of Florida its  
agent to accept service of process within this state.

ACKNOWLEDGMENT: (Must be signed by designated agent)

Having been named to accept service of process for the  
above stated corporation, at place designated in this  
Certificate, I hereby accept to act in this capacity, and agree  
to comply with the provision of said Act relative to keeping open  
said office.

By:   
(Registered Agent)  
RICHARD CASON

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