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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: FALCON CITGO TRUCK STOP, INC.

AUDIT NUMBER.....H98000002580

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

CERT. OF STATUS..0

PAGES.....5

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H98000002580**ARTICLES OF INCORPORATION****EFFECTIVE DATE**
2-5-98**OF****FALCON CITGO TRUCK STOP, INC.**

The undersigned in order to form a Corporation for the purposes hereinafter stated, by and under the provisions of Statutes of the State of Florida, does hereby subscribe to these Articles of Incorporation.

ARTICLE I - NAME

The name of this Corporation is: FALCON CITGO TRUCK STOP, INC.

ARTICLE II - DURATION

This Corporation shall have perpetual existence, commencing on the date of execution of these Articles of Incorporation.

ARTICLE III - PURPOSES

This Corporation is organized for the following purposes:

a: To operate any type of business in the State of Florida or at any other place designated by the Board of Directors of the Corporation.

b: To purchase, receive, lease, or otherwise, own, hold, improve, use and otherwise deal with real or personal property or any legal or equitable interest in property wherever located ; to sell, convey, mortgage, pledge, create a security interest in, lease, exchange, and otherwise dispose of all or any part of its property.

PREPARED BY:

CARLOS R. BUSQUETS, ESQ.
782 N.W. LE JEUNE ROAD, SUITE 632
MIAMI, FLORIDA 33126
FLORIDA BAR NO. 205370
PHONE: (305) 448-1200

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c. In the purchase or acquisition of property, business rights or franchises, or for additional working capital, or for any other objective in or about its business affairs and without limit as to amount: to incur debts and to arise, borrow and secure the payment of money in any lawful manner. The Corporation may issue its stock for any lawful purposes, including the acquisition of any other entity. d. To engage in any or all lawful activity and to institute and promote commercial, mercantile, financial and industrial enterprises, and for the purposes of transacting any or all lawful business.

ARTICLE IV - POWERS

This Corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

ARTICLE V - CAPITAL STOCK

This Corporation is authorized to issue 5,000 shares of \$1.00 EACH PAR VALUE, common stock, which shall be designated "COMMON SHARES".

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind of that which he/she already holds, shall have the right to purchase his/her pro rata share thereof, as nearly as may be done without issuance of fractional shares, at the price which it is offered to others.

ARTICLE VII-

STREET ADDRESS OF THE
CORPORATION'S INITIAL REGISTERED
OFFICE AND INITIAL REGISTERED
AGENT. PRINCIPAL OFFICE.

The street address of the corporation's initial

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registered office and principal office is: 3000 S.W. 27th Avenue, Miami, Fl. 33133 and the name of the initial registered agent of the corporation at that office is:
JOSEPH CHANDY

**ARTICLE VIII- INITIAL BOARD
OF DIRECTORS**

This Corporation shall have ONE Directors initially. The number of Directors may be either increased or diminished from time to time by the bylaws. The names and addresses of the initial Directors of this Corporation until the first annual meeting of shareholders or until their successors are elected and qualified are:

N A M E	A D D R E S S
JOSEPH CHANDY	3000 S.W. 27 th AVENUE MIAMI, FLORIDA 33133

ARTICLE IX - INCORPORATOR

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

N A M E	A D D R E S S
JOSEPH CHANDY	3000 S.W. 27 th AVENUE MIAMI, FLORIDA 33133


ARTICLE X - AMENDMENT

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

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IN WITNESS WHEREOF, the undersigned has executed these
Articles of Incorporation this 5th day of February, 1998

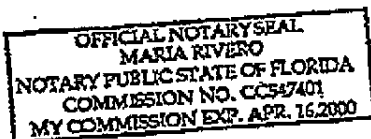



JOSEPH CHANDY

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, the undersigned authority, personally
appeared JOSEPH CHANDY, who is to me well known to be the
person described in and who executed the foregoing Articles
of Incorporation as the Incorporator, and he acknowledged to
and before me that he executed the same for the uses and
purposes therein mentioned and set forth. () who is
personally known to me or (✓) who has produced
Illinois Drivers License as
identification.

IN WITNESS WHEREOF, I have hereunto set my hand and seal
at Miami in the said County and State, this 5th day of
February, 1998.





NOTARY PUBLIC

MARIA RIVERO

PRINT NAME:

HAVING BEEN NAMED TO ACCEPT SERVICE OR PROCESS FOR:
FALCON CITGO TRUCK STOP, INC., AT THE PLACE DESIGNATED IN
THESE ARTICLES OF INCORPORATION, 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.

DATED THIS 5th DAY OF FEBRUARY, 1998.



(REGISTERED AGENT)
JOSEPH CHANDY

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