

TRANSMITTAL LETTER

98000020609

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

500002445125-9
-03/03/98-01033-002
*****78.75 *****78.75

SUBJECT: PETROMAX INCORPORATED
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: MAX O. SMITH
Name (Printed or typed)

P.O. Box 97
Address

T. INVERNESS FL 34451
City, State & Zip

352 726 - 8865
Daytime Telephone number

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 MAR -3 PM 12: 18

FILED

NOTE: Please provide the original and one copy of the articles.

3/4/98
f.m.

ARTICLES OF INCORPORATION

OF

PETROMAX, INCORPORATED

WE, THE UNDERSIGNED, HEREBY MAKE, SUBSCRIBE, ACKNOWLEDGE AND FILE WITH THE SECRETARY OF STATE OF THE STATE OF FLORIDA, THESE ARTICLES OF INCORPORATION FOR THE PURPOSE OF FORMING OF CORPORATION FOR PROFIT IN ACCORDANCE WITH LAWS OF THE STATE OF FLORIDA.

ARTICLE I

NAME

THE NAME OF THE CORPORATION SHALL BE:

PETROMAX, INCORPORATED

ARTICLE II

DURATION OF CORPORATION

THE PERIOD OF DURATION OF THE CORPORATION IS PERPETUAL.

ARTICLE III

PURPOSES

THE PURPOSE OF THIS CORPORATION IS TO ENGAGE IN THE RETAIL SALE OF GASOLINE. THE FOREGOING PURPOSES AND ACTIVITIES WILL BE INTERPRETED AS EXAMPLES ONLY AND NOT AS LIMITATIONS, AND NOTHING THEREIN SHALL BE DEEMED AS PROHIBITING THE CORPORATION FROM EXTENDING ITS ACTIVITIES TO ANY RELATED OR OTHERWISE PERMISSIBLE LAWFUL BUSINESS PURPOSES WHICH MASY BECOME NECESSARY, PROFITABLE OR DESIRABLE FOR THE FURTHERANCE OF THE CORPORATIONS OBJECTIVES EXPRESSED ABOVE.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE IV.

GENERAL POWERS

THE CORPORATION SHALL HAVE POWER:

(A) TO PURCHASE, TAKE, RECEIVE, LEASE OR OTHERWISE ACQUIRE, OWN, HOLD, IMPROVE, USE AND OTHERWISE DEAL IN AND WITH REAL OR PERSONAL PROPERTY OR ANY INTEREST THEREIN, WHEREVER SITUATED.

(B) TO SELL, CONVEY, MORTGAGE, PLEDGE, CREATE A SECURITY INTEREST IN, LEASE, EXCHANGE, TRANSFER, AND OTHERWISE DISPOSE OF REAL OR PERSONAL PROPERTY AND TO MAKE LOANS TO, OR GUARANTEE ANY OBLIGATION OF, OR OTHERWISE ASSIST ANY OFFICER OF OTHER EMPLOYEE IN ACCORDANCE WITH SECTION 607.141 OF THE FLORIDA STATUTES.

(C) TO PURCHASE, TAKE, RECEIVE, SUBSCRIBE FOR OR OTHERWISE ACQUIRE, OWN, HOLD, VOTE, USE, EMPLOY, SELL, MORTGAGE, LEND, PLEDGE OR OTHERWISE DISPOSE OF OR USE AND DEAL IN AND WITH SHARES OR OTHER INTERESTS IN OR OBLIGATIONS OF OTHER DOMESTIC OR FOREIGN CORPORATIONS, ASSOCIATIONS, PARTNERSHIPS, OR INDIVIDUALS, OR DIRECT OR INDIRECT OBLIGATIONS OF THE UNITED STATES OR ANY MUNICIPALITY OR OF ANY INSTRUMENTALITY THEREOF.

(D) TO MAKE CONTRACTS, GUARANTEE AND INCUR LIABILITIES, BORROW MONEY AT SUCH RATES OF INTEREST AS THE CORPORATION MAY DETERMINE, ISSUE ITS NOTES, BONDS AND OTHER OBLIGATIONS, AND SECURE ANY OF ITS OBLIGATIONS BY MORTGAGE OR PLEDGE OF ALL OR ANY OF ITS PROPERTY, FRANCHISE AND INCOME.

(E) TO LEND MONEY FOR ITS CORPORATE PURPOSES, INVEST AND REINVEST ITS FUNDS AND TAKE AND HOLD REAL AND PERSONAL PROPERTY AS SECURITY FOR THE PAYMENT OF FUNDS SO LOANED OR INVESTED.

(F) TO CONDUCT ITS BUSINESS, MAINTAIN ITS OFFICES AND EXERCISE THE POWERS GRANTED IT BY THE STATE OF FLORIDA, WHETHER WITHIN OR WITHOUT THE STATE.

(G) TO ELECT OR APPOINT OFFICERS AND AGENTS OF THE CORPORATION AND DEFINE THEIR DUTIES AND FIX THEIR COMPENSATION.

(H) TO MAKE AND ALTER BY-LAWS IN A MANNER CONSISTENT WITH THE LAWS OF THE STATE OF FLORIDA, FOR THE ADMINISTRATION AND REGULATION OF THE AFFAIRS OF THE CORPORATION.

(I) TO MAKE DONATIONS FOR THE PUBLIC WELFARE OR FOR CHARITABLE, SCIENTIFIC OR EDUCATIONAL PURPOSES.

(J) TO TRANSACT ANY LAWFUL BUSINESS THAT THE BOARD OF DIRECTORS DEEMS TO BE CONSISTENT WITH GOVERNMENTAL POLICY.

(K) TO PAY PENSIONS AND ESTABLISH PENSION PLANS, PROFIT SHARING PLANS, STOCK BONUS PLANS, STOCK OPTION PLANS, AND OTHER INCENTIVE PLANS FOR ANY OR ALL OF THE DIRECTORS, OFFICERS AND EMPLOYEES OF ITS SUBSIDIARIES.

(L) TO BE A PROMETER, INCORPORATOR, PARTNER, MEMBER ASSOCIATE OR MANAGER OF ANY CORPORATION, PARTNERSHIP, JOINT VENTURE, TRUST OR OTHER ENTERPRISES.

(M) TO HAVE AND EXERCISE ALL POWERS NECESSARY OR CONVENIENT TO EFFECT ITS PURPOSES.

ARTICLE V.

CAPITAL STOCK

(A) THE TOTAL NUMBER OF SHARES OF CAPITAL STOCK AUTHORIZED TO BE ISSUED BY THE CORPORATION SHALL BE 100 HAVE A PAR VALUE OF \$1.00 PER SHARE. EACH OF THE SAID SHARES OF STOCK SHALL ENTITLE THE HOLDER THEREFOR TO ONE (1) VOTE AT ANY MEETING OF THE STOCKHOLDERS. ALL OR ANY PART OF SAID CAPITAL STOCK MAY BE PAID FOR IN CASH, IN PROPERTY OR IN LABOR OR SERVICES ACTUALL PERFORMED FOR THE CORPORATION AND VALUED AT A FAIR VALUE TO BE FIXED BY THE BOARD OF DIREDTORS AT A MEETING CALLED FOR SUCH PURPOSE. ALL STOCK WHEN ISSUED SHALL BE PAID FOR AND SHALL BE NON-ASSESSABLE.

(B) IN THE ELECTION OF DIRECTORS OF THIS CORPORATION THETE SHALL BE NO CUMULATIVE VOTING OF THE STOCK ENTITLED TO BOTE AT SUCH ELECTION.

ARTICLE VI.

REGISTERED OFFICE AND REGISTERED AGENT

THE STREET ADDRESS OF THE CORPORATION'S INITIAL REGISTERED OFFICE IS 702 WEST MAIN ST. INVERNESS FL. 34451 AND THE NAME OF THE CORPORATION'S INITIAL REGISTRATION AGENT AT SUCH ADDRESS IS MAX O. SMITH. THE CORPORATION MAY CHANGE ITS REGISTEDED OFFICE OR ITS REGISTERED AGENT OR BOTH BY FILING WITH THE DEPARTMENT OF STATE OF THE STATE OF FLORIDA A STATEMENT COMPLYING WITH SECTION 607.037, FLORIDA STATUTES.

ARTICLE VII.

INITIAL BOARD OF DIRECTORS

THE NUMBER OF DIRECTORS CONSTITUTING THE INITIAL BOARD OF DIRECTORS SHALL BE TWO. THE NUMBER OF DIRECTORS MAY BE INCREASED OR DECREASED FROM TIME TO TIME BY BY-LAWS ADOPTED BY THE STOCKHOLDERS, BY SHALL NEVER BE LESS THAN TWO (2). THE NAME AND ADDRESS OF EACH PERSON WHO IS TO SERVE AS A MEMBER OF THE INITIAL BOARD OF DIRECTORS IS AS FOLLOWS:

<u>NAME</u>	<u>ADDRESS</u>
MAX. O. SMITH	4820 E. CONNELL LAKE DR., INVERNESS FL. 34453
LOUISE C. SMITH	4820 E. CONNELL LAKE DR., INVERNESS FL. 34453

ARTICLE IX.

AMENDMENT TO ARTICLES OF INCORPORATION

THE CORPORATION RESERVES THE RIGHT TO AMEND, ALTER, CHANGE OR REPEAL ANY PROVISIONS CONTAINED IN THESE ARTICLES OF INCORPORATION IN THE MANNER NOW OF HEREAFTER PRESCRIBED BY LAW AND ALL RIGHTS CONFERRED UPON THE STOCKHOLDERS HEREIN ARE SUBJECT TO THIS RESERVATION.

ARTICLE X.

THE PRINCIPLE OFFICE OF THE CORPORATION SHALL BE 702 WEST MAIN ST. INVERNESS FL. 34451. THE MAILING ADDRESS OF THE CORPORATION SHALL BE P.O. BOX 97 INVERNESS FL. 34450.

ARTICLE XI.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF
PROCESS FOR THE ABOVE-NAMED CORPORATION AT THE PLACE DESIGNATED IN
THESE ARTICLES, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT
AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH
THE PROVISIONS OF ALL STATUES RELATING TO THE PROPER AND COMPLETE
PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE
OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

DATED: 3-2-98

SIGNED: *My O. Smith*
REGISTERED AGENT

98 MAR -3 PM 12: 18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

IN WITNESS WHEREOF, WE, THE UNDERSIGNED, HAVE EXECUTED THESE ARTICLES OF INCORPORATION FOR THE USES AND PURPOSES HEREIN STATED.

INCORPORATORS:

Max O. Smith

MAX O. SMITH

Louise C. Smith

LOUISE C. SMITH

STATE OR FLORIDA:

SS

COUNTY OF CITRUS:

BEFORE ME, A NOTARY PUBLIC, PERSONALLY APPEARED Max O. Smith Louise C. Smith TO ME KNOW TO BE THE PERSON DESCRIBED AS INCORPORATOR AND WHO EXECUTED THE FOREGOING ARTICLES OF INCORPORATION, AND ACKNOWLEDGED BEFORE ME THAT HE OR SHE SUBSCRIBED TO THE ARTICLES OF INCORPORATION ON THE 2 DAY OF March 1998.

MY COMMISSION EXPIRES: 03-21-98
5530554490520

Jane L. Garcia
NOTARY PUBLIC, STATE OF FLORIDA

NOTARY PUBLIC
STATE OF FLORIDA
JANE L. GARCIA
COMMISSION # CC 357682
EXPIRES MAR 21, 1998
BONDED THRU
ATLANTIC BONDING CO., INC.

STATE OF FLORIDA:

SS

COUNTY OF CITRUS:

BEFORE ME, A NOTARY PUBLIC, PERSONALLY APPEARED Louise C. Smith TO ME KNOW TO BE THE PERSON DESCRIBED AS INCORPORATOR AND WHO EXECUTED THE FOREGOING ARTICLES OF INCORPORATION, AND ACKNOWLEDGED BEFORE ME THAT HE OR SHE SUBSCRIBED TO THE ARTICLES OF INCORPORATION ON THE 2nd DAY OF March 1998.

MY COMMISSION EXPIRES: 03-21-98
553052342570

Jane L. Garcia
NOTARY PUBLIC, STATE OF FLORIDA

NOTARY PUBLIC
STATE OF FLORIDA
JANE L. GARCIA
COMMISSION # CC 357682
EXPIRES MAR 21, 1998
BONDED THRU
ATLANTIC BONDING CO., INC.