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May 14, 1998

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

500002527745-5
-05/18/98-01110-014
*****70.00 *****70.00

Re: ELABBAS INVESTMENT CORP.

Please find enclosed an original and one copy of the Articles of Incorporation for the captioned, together with a money order in the amount of \$70.00.

A copy of the Articles should be returned to:

Marion M. Panella
4588 Holly Lake Drive
Lake Worth, FL 33463
(561) 968-8086

Thank you,

Marion M. Panella

Marion M. Panella

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

ELABBAS INVESTMENT CORP.

The undersigned subscriber to these Articles of Incorporation hereby forms a corporation under the Florida Business Corporation Act.

ARTICLE I - NAME OF CORPORATION

The name of the corporation is: ---

ELABBAS INVESTMENT CORP.

ARTICLE II - DURATION

The duration of the corporation is perpetual.

ARTICLE III - GENERAL PURPOSE

1. The operation and management of convenience stores.
2. To transact any other lawful business for which corporations may incorporate under the Florida General Corporation Act.

3. To do such other things as are incidental to the foregoing, or necessary or desirable, in order to accomplish the foregoing, including borrowing or raising money for any purpose of the corporation, securing same, mortgaging all or any part of the corporate property, and to create, issue, draw and accept and negotiate bonds, mortgages, bills of exchange, promissory notes or other obligations or negotiable instruments.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having a par value of \$1.00 per share.

ARTICLE V - ADDRESS

The principal place of business and the mailing address for this corporation is:

2425 Broadway
West Palm Beach, FL 33407

The name and address of the initial registered agent is:

Ibrahim Elabbas
2425 Broadway
West Palm Beach, FL 33407

ARTICLE VI -- DIRECTORS

The number of directors constituting the initial Board of Directors of the corporation is One. The name and address of each person who is to serve as a member of the initial Board of Directors and the officers of the corporation who shall hold office for the first year of the existence of the corporation, or until their successors are elected or appointed and have qualified are as follows:

<u>NAME</u>	IBRAHIM ELABBAS
<u>ADDRESS</u>	2425 Broadway, West Palm Beach, FL 33407
<u>OFFICE</u>	President

ARTICLE VII

It is the intention of the incorporators of this corporation that the first Board of Directors adopt the plan under Sections 1371-1379 (Subchapter S) of the Internal Revenue Code allowing a "small business corporation" to have its income taxed directly to its shareholders.

ARTICLE VIII

No stockholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any of the shares of the corporation without first offering such shares for sale to the corporation at the net value thereof. If the corporation fails or refuses to make satisfactory arrangements for the purchase of such shares within thirty (30) days from written notice thereof, the stockholder shall have the right to dispose of his shares as he sees fit.

Each share certificate issued by the corporation shall have printed or stamped thereon the following legend:

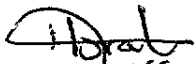
"These shares are held subject to certain transfer restrictions imposed by the Articles of Incorporation. A copy of such Articles is on file at the principal office of the corporation."

ARTICLE IX

The name and address of each incorporator is:

Ibrahim Elabbas
2425 Broadway
West Palm Beach, FL 33407

Executed by the undersigned at West Palm Beach, FL on this 14th day of May, 1998.



Ibrahim Elabbas

STATE OF FLORIDA

COUNTY OF PALM BEACH

I hereby certify, that on this day, before me a Notary Public duly authorized to take acknowledgments, personally appeared **Ibrahim Elabbas**, who has produced a drivers license as identification and to be the person described as subscriber and who executed the foregoing Articles of Incorporation.

Witness my hand and official seal in the State and County named above this 14th day of May, 1998.


Notary Public

KHALID HAMAD
Name

KHALID HAMAD
NOTARY PUBLIC, STATE OF FLORIDA
00-429035
Title MY COMMISSION EXPIRES DEC. 12, 1998

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the Registered Agent/Registered Office, in the State of Florida.

1. The name of the corporation is:

ELABBAS INVESTMENT CORP.

2. The name of the Registered Agent and Office is:

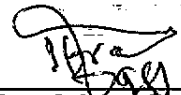
**Ibrahim Elabbas
2425 Broadway
West Palm Beach, FL 33407**


Ibrahim Elabbas

Title: President

Date: May 14, 1998

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this Certificate, 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 statutes and I am familiar with and accept the obligations of my position as Registered Agent.


Ibrahim Elabbas

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA