



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : *Patricia Poletti* 828024 80936A

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : May 21, 1998

ORDER TIME : 9:27 AM

ORDER NO. : 828024-005

CUSTOMER NO: 80936A

CUSTOMER: Ms. Arlene Poletti
MARVIN E. KRAMER & ASSOCIATES

1325 Franklin Avenue
Ste. 165
Garden City, NY 11530

DOMESTIC FILING

NAME: LAKE WORTH GAS INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Maxwell

EXAMINER'S INITIALS:

800002533428--7

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 22 PM 1:19

98 MAY 22 11:29
DIVISION OF CORPORATIONS
9/22/98

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 MAY 22 PM 1:19

ARTICLES OF INCORPORATION
OF

LAKE WORTH GAS INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

LAKE WORTH GAS INC.

The address of the principal office of this corporation shall be 1900 Skees Road, West Palm Beach, Florida 33411, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation and to own and build gas stations.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 2000 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The names and addresses of the initial members of the Board of Directors are:

Walter Coven	1900 Skees Road
Director	West Palm Beach, Florida 33411

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ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to
these Articles of Incorporation:

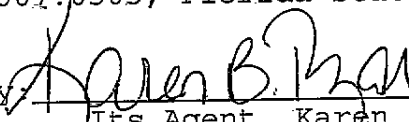
Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

The undersigned incorporator has executed these
Articles of Incorporation on May 22, 1998.


Its Agent, Karen B. Rozar

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware
corporation authorized to transact business in this
State, having a business office identical with the
registered office of the corporation named above, and
having been designated as the Registered Agent in the
above and foregoing Articles, is familiar with and
accepts the obligations of the position of Registered
Agent under Section 607.0505, Florida Statutes.

By: 
Its Agent, Karen B. Rozar

Authorized Service Representative
Corporation Service Company

SMG/rwm