

P98000054104

June 11, 1998

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 15 AM 10:39

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FL 32314

Re: CRIAL SHELL, INC.

Dear Sir/Madam:

Enclosed please find two originally executed copies of the Articles of Incorporation for the above-captioned entity along with a check in the amount of \$122.50. Please file the aforementioned document as soon as practicable and provide the undersigned with a copy thereafter.

Thank you in advance for your attention to this matter. Please feel free to contact the undersigned directly at (305) 271-9201 if there are any questions or comments.

Sincerely

Frank De La Paz
10655 C SW 113th Place
Miami, Florida, 33176

800002559798--2
-06/15/98--01072--011
****122.50 ****122.50

D. BROWN JUN 17 1998

**ARTICLES OF INCORPORATION
OF**

CRIAL SHELL, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 15 AM 10:39

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I-NAME

The name of the corporation is **CRIAL SHELL, INC.**

ARTICLE II-NATURE OF BUSINESS

The general character, purpose, and nature of business to be transacted by this corporation is to carry on in any capacity and business or trade deemed legal in the State of Florida, to wit: to operate a gasoline station.

ARTICLE III-CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 500 shares of common stock, each share having a par value of \$1.00.

ARTICLE IV-TERM OF EXISTENCE

The corporation shall have perpetual existence.

ARTICLE V-ADDRESS

The initial street address of the principal office of this corporation is to be:

8690 Biscayne Blvd.
Miami, FL 33138-3520

the board of directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit.

ARTICLE VI-REGISTERED AGENT

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

That, **CRIAL SHELL, INC.**, desiring to organize under the laws of the State of Florida with its principal office as indicated in the Article of Incorporation at the City of Miami, County of Miami-Dade, has named:

FRANK DE LA PAZ
10655 S.W. 113th Place, #C
Miami, FL 33176

as its agent to accept service of process within this state.

ACKNOWLEDGMENT

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



FRANK DE LA PAZ, Registered Agent

ARTICLE VII-DIRECTORS

The corporation shall have 1 director initially. The number of directors may be increased or diminished from time to time by the By-laws, but shall never be less than one.

ARTICLE VIII-INITIAL DIRECTORS

The names and street addresses of the initial director who shall hold office until his successor(s) is elected and has qualified is as follows:

PRESIDENT, VICE-PRESIDENT, SECRETARY AND TREASURER
JOHN BALLINA
8690 Biscayne Blvd.
Miami, FL

ARTICLE IX-INCORPORATOR

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

JOHN BALLINA
8690 Biscayne Blvd.
Miami, FL

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 15 AM 10:39

ARTICLE X-EFFECTIVE DATE

These Articles of Incorporation shall be effective upon acceptance by the Secretary of State.

ARTICLE XI-AMENDMENT

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 by a majority of the stockholders entitled to vote thereof, manifesting their intention that a certain amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF, we have hereunto set our hands and seals, acknowledged and filed this foregoing Articles of Incorporation under the laws of the State of Florida, this day of June, 1998.



JOHN BALLINA