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SUITE B

ENGLEWOOD, FLORIDA 34223

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THOMAS P. McLENNON*
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TELEPHONE (941) 474-3241
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August 17, 1998

*ALSO ADMITTED IN ILLINOIS
**ALSO ADMITTED IN CALIFORNIA

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

600002620606--4
-08/20/98--01022--012
****122.50 ****122.50

Re: FRIENDLY MART CORPORATION

Dear Ladies and Gentlemen:

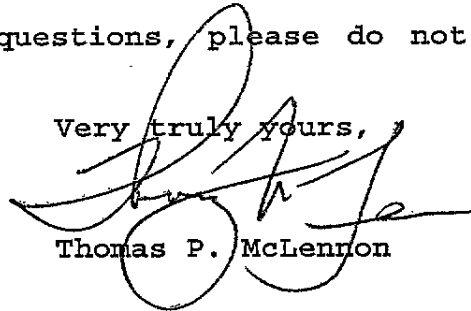
Please find enclosed an original and one copy of the Articles of Incorporation for the above referenced matter.

Please file the Articles of Incorporation with the State and return the certified copy of same to our office.

Also enclosed is a check in the amount of \$122.50 for cost of filing.

Should you have any questions, please do not hesitate to contact my office.

Very truly yours,



Thomas P. McLennon

TPM/jsb

Enclosures

APPROVED
AND
FILED
98 AUG 20 AM 9:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK AUG 21 1998

APPROVED
AND
FILED

98 AUG 20 AM 9:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
FRIENDLY MART CORPORATION

Article I - Name

The name of this corporation is: FRIENDLY MART CORPORATION.

Article II - Duration

This corporation shall have perpetual existence.

Article III - Purpose

The purpose of this corporation shall be to operate a gas and convenience store with food service and any lawful business not prohibited by the laws of the State of Florida or the United States of America.

Article IV - Capital Stock

This corporation is authorized to issue 7,500 shares of one (\$1.00) dollar par value common stock.

Article V - Preemptive Rights

There shall be no preemptive rights.

Article VI - Initial Registered Office and Agent

The street address and the mailing address of the initial registered office and the principal office of this corporation is 212 N. Indiana Avenue, Englewood, Florida, 34223, and the name of the initial registered agent of this corporation at that address is Julie A. Ittel.

Article VII - Initial Board of Directors

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

The names and addresses of the directors of this corporation are:

James A. Ittel
212 N. Indiana Avenue
Englewood, Florida 34223

Julie A. Ittel
212 N. Indiana Avenue
Englewood, Florida 34223

Article VIII - Incorporators

James A. Ittel
212 N. Indiana Avenue
Englewood, Florida 34223

Julie A. Ittel
212 N. Indiana Avenue
Englewood, Florida 34223

Article IX - By-Laws

The power to adopt, alter, amend or repeal By-laws shall be vested in the Board of Directors, and the Shareholders.

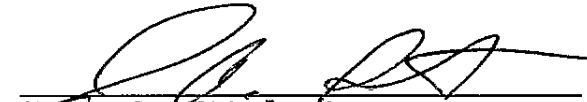
Article X - Indemnification


The corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

Article XI - 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.

IN WITNESS WHEREOF, the undersigned subscribers have executed these articles of Incorporation, this 14 day of August, 1998.

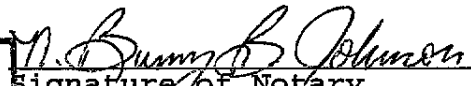

James A. Ittel


Julie A. Ittel

STATE OF FLORIDA)
) ss:
COUNTY OF CHARLOTTE)

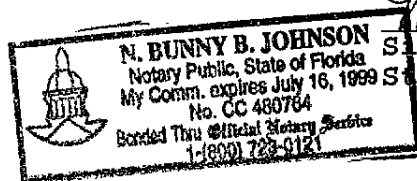
The foregoing instrument was acknowledged before me this 14th day of August, 1998, by James A. Ittel
[] who is personally known to me; or
[x] who has provided a Florida driver's license as identification.

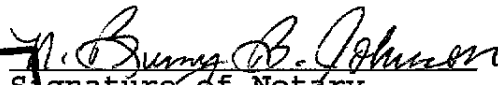



Signature of Notary
State of Florida

STATE OF FLORIDA)
) ss:
COUNTY OF CHARLOTTE)

The foregoing instrument was acknowledged before me this 14th day of August, 1998, by Julie A. Ittel
[] who is personally known to me; or
[x] who has provided an Indiana driver's license as identification.




Signature of Notary
State of Florida

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48-091, Florida Statutes, the following is submitted, in compliance with said Act:

That FRIENDLY MART CORPORATION desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, in the town of Englewood, State of Florida, has named Julie A. Ittel, of 212 N. Indiana Avenue, Englewood, Florida, 34223, 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 place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.

Julie A. Ittel
Julie A. Ittel

APPROVED
AND
FILED

98 AUG 20 AM 9:25

SECRETARY OF STATE
TALLAHASSEE, FLORIDA