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LOUIS LIU, INC.
102 Free Court, S.E.
Port Charlotte
Florida 33952
(941) 743-0569

October 23, 1998

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

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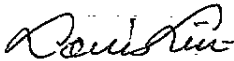
RE: LOUIS LIU, INC.

Dear Sir/Madam:

Please find enclosed two (2) copies of Articles of Incorporation for LOUIS LIU, INC. and my check for \$70.00 (Seventy Dollars) for the filing fees.

Your earliest attention to this matter would be greatly appreciated. Should any questions arise in this matter, please feel free to contact me at the above address or phone number.

Thank you,



Louis Liu

Hall

OCT 28 1998

(B)

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98 OCT 28 PM 3:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

LOUIS LIU, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED SUBSCRIBER(S) to these Articles of Incorporation, natural person(s) competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation shall be:

LOUIS LIU, INC.

ARTICLE II - NATURE OF BUSINESS (PURPOSE)

The general nature of the business to be engaged in is a convenience store without gas, together with all attendant activities in furtherance thereof.

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida, except that it is not to conduct banking, safe deposit, trust, insurance, surety, express, railroad, canal, telephone, telegraph, cemetery company, building and loan association, fraternal benefit society, or state fair or exposition.

In connection with said business, this corporation shall have the following powers, which powers shall not be deemed to exclude those other corporate powers granted by law.

To contract debts, borrow money and issue and sell or pledge notes and other evidence of indebtedness, and execute such mortgages, transfer of corporate property, or other instruments to secure the payment of corporated indebtedness as required.

To conduct business in, having one or more offices in, an buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses in the State of Florida, and in all other states and countries.

To purchase, hold, sell, and transfer shares of its own capital stock, provided that the corporation shall purchase none of its own capital stock, except from the surplus of its assets over its liabilities, including capital, and shares of its own capital stock owned by the corporation shall not be voted directly or indirectly, or counted as outstanding for the purpose of any stockholders quorum or vote.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of common stock, having a nominal or par value of One Dollar (\$1.00) per share. The considerations to be paid for each share shall be in money, property, or services. The Board of Directors shall determine the reasonable value of all considerations other than money paid for such shares, and its determination, made in good faith, shall be final and conclusive as to such value.

ARTICLE IV - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE V - INITIAL CAPITAL

The amount of capital with which this corporation will begin business in not less than One Thousand Dollars (\$1,000.00).

ARTICLE VI - BEGINNING DATE AND TERM OF EXISTENCE

The beginning date of this corporation shall be from the date of incorporation by the State of Florida, and it shall exist perpetually.

ARTICLE VII - ADDRESS

The initial mailing address of the principal office of this corporation is:

102 Free Court, S.E.
Port Charlotte
Florida 33952

The directors may, from time to time move the principal office to any other address in Florida.

ARTICLE VIII - REGISTERED AGENT

The initial registered agent is:

Carol L. Gard
5462 Swaying Palm
Punta Gorda
Florida 33982

The Registered Agent consents to and accepts his/her appointment as the Registered Agent.

Carol L. Gard
Carol L. Gard as
Registered Agent

ARTICLE IX - DIRECTORS

This corporation shall have one (1) directors(s) initially. The number of directors may be increased or diminished from time to time by the By-Laws adopted by the Stockholders, but shall never be less than one (1).

ARTICLE X - INITIAL DIRECTORS AND OFFICERS

The name and post office addresses of the member(s) of the first Board of Directors and first Officers are:

Name and Address
LOUIS LIU
102 Free Court, S.E.
Port Charlotte
Florida 33952

Title
Director and
President

ARTICLE XI - SUBSCRIBER(S)

The name and post office addresses of the subscriber(s) to these Articles of Incorporation, together with the number of shares of stock he/she agrees to take and the value of the consideration therefore are:

Name and Address
LOUIS LIU
102 Free Court, S.E.
Port Charlotte
Florida 33952

Shares
1000

Amount
\$1,000.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE XII - BY-LAWS

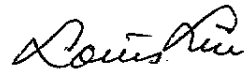
The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XIII - 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 Stockholder's meeting by a majority vote of the stock entitled to vote thereon.

The undersigned, being the original subscriber(s) of the capital stock hereinbefore mentioned and for the purpose of becoming a corporation for the transaction of business under the provisions of the Laws of Florida, does make, sign, acknowledge, and file in the Office of the Secretary of the State of Florida, these Articles of Incorporation.

WITNESS my hand and seal on this 23rd day of October, 1998.



LOUIS LIU

STATE OF FLORIDA
COUNTY OF CHARLOTTE

BEFORE ME, the undersigned officer, duly authorized in the State of Florida at Large to administer oaths and take acknowledgements, personally appeared LOUIS LIU, who, to me well known to be the person(s) named as the Subscriber(s) in the foregoing Articles of Incorporation of LOUIS LIU, INC., being by me first duly sworn, deposes and says that he/she intends in good faith to carry out the purposes and objectives as set for in the foregoing proposed Articles of Incorporation.

WITNESS my hand and official seal on this 23rd day of October, 1998.



NOTARY PUBLIC - State of
Florida

My Commission expires:

