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LAZARUS CORPORATE FILING SERVI	CE, INC.			
(Requestor's Name)				
3320 S.W. 87th AVENUE (Address)		000	0027043 -12/07/98010	702
MIAMI, FLORIDA (305)552-597	73		-12/U//98U10 *****78.75 *	:71804 :****78 75
(City, State, Zip) (Phone #			***************************************	
LOCAL REPRESENTATIVE TALLAHASS	SEE ;	OFFICE USE ONLY		- :
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OF

LOMEX CORPORATION

ARTICLE I - CORPORATE NAME

LOMEX CORPORATION

98 DEC -7 PM 1:19
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE II - NATURE OF CORPORATE BUSINESS

A. Primarily to engage in the gasoline and diesel service station business and in genereal to perform any duties that may be related threto.

B. To engage in any other business authorized or permitted under the Laws of the State of Florida and/or the Laws of the United States of America.

ARTICLE III - CAPITAL STOCK

This Corporation is authorized to issue Five Hundred shares of Common Stock, having no par value.

ARTICLE IV - INITIAL REGISTERED AGENT

The Corporation's initial Registered Agent in the State of Florida shall be: Manuel Lopez 8450 SW 5 Street Miami, Fla. 33144

ARTICLE V - BOARD OF DIRECTORS.

The number of Directors of this Corporation shall be no less than two and no more than ten.

ARTICLE VI - INITIAL DIRECTORS

The names and post office addresses of each member of the first Board of Directors are:

Manuel Lopez Luis Mesa : 8450 SW 5 Street 111 SW 67 Court Miami,Fla. 33144 Miami,Fl. 33144

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ARTICLE VII - INCORPORATORS

The names and post office addresses of each Incorporator executing these Articles of Incorporation are:

Manuel Lopez Luis Mesa 8450 SW 5 Street 111 SW 67 Ct Miami,Fl. 33144 Miami,Fl. 33144

ARTICLE VIII - VOTING RIGHTS

power for the election of pirectors and for all other purposes shall be vested exclusively in the holders of outstanding common shares.

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 K - APPROVAL OF SHAREHOLDERS

The approval of the shareholders of this Corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XI - POWERS

This Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XII - INDEMNIFICATION

or any former Officer or Director, to the full extent permitted by law.

ARTICLE XIII - PRINCIPAL ADDRESS OF THIS CORPORATION :

8450 SW 5 Street Miami,Fl. 33144

- ARTICLE XIV - AMENDMENT

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto and any right conferred upon the shareholders is the subject to this reservation.

We, the undersigned, do hereby subscribe to the Articles of Incorporation and file same hereby declaring and certifying that the facts herein stated are true.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE PRIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED ACENT AND AGREE TO ACT IN THIS CAPACITY.

MANUEL LOPEZ, Director, Registered Agent

LUIS MESA, Director

STATE OF FLORIDA

SS.

COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared Manuel Lopez and Luis Mesa to me well known the persons described herein

who, upon being first duly sworn upon oath, acknowledged to and before me that they executed the foregoing Articles of Incorporation for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal, in the state and county afcresaid this 4th day c. December 1998

NOTARY PUBLIC State of Florida at Large

CARMEN M GAVICA

By Commission expires:

OFFICIAL NOTARY SEAL
CARMEN M GAVICA
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC527974
MY COMMISSION EXP. FEB. 19,2000