

P 98000102504
Law Office of Terence Matthews

Chartered

*5190 26th Street West, Suite D
Bradenton, Florida 34207*

*(941) 755-8583
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FILED

98 DEC -7 AM 11:09

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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-12/07/98--01089--015-
***122.50 ***78.75

December 2, 1998

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

Re: SunCo Oil, Inc.

Dear Ladies:

Please find enclosed the original and a duplicate copy of the Articles of Incorporation of this proposed corporation and the Acceptance of the Registered Agent.

Will you kindly endorse your approval of the Articles of Incorporation, certify and return same to us at your earliest convenience.

I am enclosing a check payable to your order in the sum of \$122.50 to cover the following:

Filing Fee	35.00
Certified Copy	52.00
Registered Agent Certification	<u>35.00</u>
TOTAL	122.50

Thank you for your attention to this matter.

Sincerely,

Cheryl Todd

Cheryl Todd
Legal Assistant to
Terence Matthews

Encl.

P. Hall

DEC - 9 1998
(5)

ARTICLES OF INCORPORATION

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OF

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SunCo Oil, Inc.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I--NAME

The name and principal office business address of this corporation are: SunCo Oil, Inc., 5756 Central Avenue, St. Petersburg, Florida 33707.

ARTICLE II--DURATION

This corporation shall exist perpetually.

ARTICLE III--PURPOSE

This corporation is organized for the purpose of any and all lawful businesses for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV--POWERS

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

ARTICLE V--CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of common stock having a par value of one (1) dollar per share.

ARTICLE VI--PREEMPTIVE RIGHTS

Every shareholder shall have the right to purchase his pro-rata share of any new stock of this corporation of the same kind, class or series as that which he already holds at the price at which it is offered to all other stockholders.

ARTICLE VII--INITIAL OFFICE AND RESIDENT AGENT

The street address of the initial registered office of

this corporation is: 5190 26th Street West, Suite D, Bradenton,
Florida 34207 and the name of the
initial registered agent of this corporation at that address
is TERENCE MATTHEWS.

ARTICLE VIII--MANAGEMENT BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business affairs of this corporation will be managed under the direction of the shareholders of this corporation; the act of stockholders representing the majority of the outstanding shares of the corporation entitled to vote, represented in person or proxy, shall be entitled to one vote in person or by proxy for each share of voting stock held by him. A majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at any meeting of the stockholders for the management of the business of the corporation.

ARTICLE IX--INCORPORATOR

The name and address of the person signing these articles is: KOUROSH ATTARI
5756 Central Avenue, St. Petersburg, FL 33707

ARTICLE X--BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the shareholders.


ARTICLE XI--INDEMNIFICATION

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

ARTICLE XII--AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 19th day of November, 1998.


KOUROSH ATTARI

L.S.

STATE OF FLORIDA
COUNTY OF MANATEE

Before me, a notary public authorized to take acknowledgment in the state and county set forth above, personally appeared KOUROSH ATTARI, known to me and known by me to be the person signing these Articles of Incorporation, and acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set by hand and affixed my official seal, in the state and county aforesaid, this 19th day of November, 1998.




Notary Public State of Florida
Cheryl D. Todt

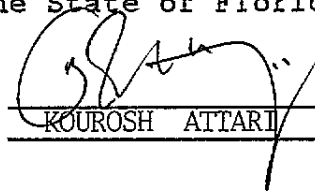
Printed name of Notary

FLD.L.A360-500-60-111-0
Means of Identification

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED

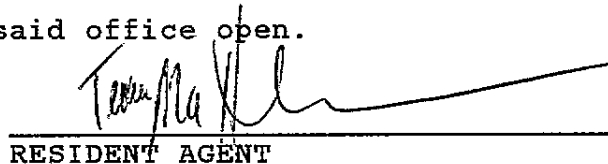
Pursuant to Section 48.091, Florida Statutes, the
following is submitted:

That SunCo Oil, Inc. desiring to organize under
the laws of the State of Florida with its principal office,
as indicated in the Articles of Incorporation, in the City
of St. Petersburg, County of Pinellas, State of
Florida, has named Terence Matthews, County of
Manatee, State of Florida, as its agent to
service of process within the State of Florida.


KOUROSH ATTARI, Incorporator

ACKNOWLEDGEMENT

Having been named to accept service of process for the
above named corporation, at the place designated in this
Certificate, I hereby accept such appointment and agree to
act in this capacity, and agree to comply with the provision
of law relating to keeping said office open.


RESIDENT AGENT

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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