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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 073100 7106002

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : December 21, 1998

ORDER TIME : 10:25 AM

ORDER NO. : 073100-010

CUSTOMER NO: 7106002

CUSTOMER: Andre R. Perron, Esq
OZARK & PERRON, P.A.
OZARK & PERRON, P.A.
2808 Manatee Avenue, West

Bradenton, FL 34205

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****708.75 *****78.75

DOMESTIC FILING

NAME: SOUTH VENICE FUEL SALES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 21 PM 2:48

12/21/98
98 DEC 21 AM 11:31
DIVISION OF CORPORATIONS

EFFECTIVE DATE

12/18/98

ARTICLES OF INCORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 DEC 21 PM 2:48

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

Article 1. Name. The name of the Corporation is **SOUTH VENICE FUEL SALES, INC.**

Article 2. Principal Office or Mailing Address. The principal office or mailing address of the Corporation is:

1848 South Tamiami Trail
Venice, Florida 34293

Article 3. Duration. The duration of the Corporation is perpetual.

Article 4. Purpose. The general purposes for which the Corporation is organized are the following:

- A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.
- B. All general purposes including the purchase, sale, distribution of gasoline and automotive services.
- C. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Article 5. Capital Stock. The aggregate number of shares which the Corporation is authorized to issue is 10,000 shares of common stock. Such shares shall be of a single class and shall have \$.10 par value.

Article 6. Initial Registered Office and Agent. The street address of the initial Registered Office of the Corporation is:

Andre R. Perron, Esquire
OZARK & PERRON, P.A.
2808 Manatee Avenue West
Bradenton, Florida 34205

Article 7. Incorporator. The name and address of the Incorporator is as follows:

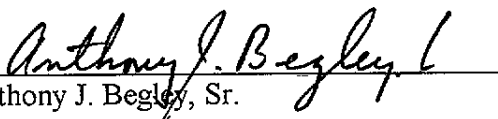
Anthony J. Begley, Sr.
6415 Forrester Drive
Bradenton, FL 34202

Article 8. Amendment. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

Article 9. Indemnification. The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

Article 10. Commencement of Corporate Existence. In accordance with Section 607.0203, Florida Statutes, the date when corporate existence shall commence is the date of execution by the incorporator of these Articles of Incorporation. In the event these Articles of Incorporation are not filed within the time period set forth in Section 607.0203, Florida Statutes, the date when corporate existence shall continue is the date of filing by the Secretary of State.


IN WITNESS WHEREOF, the undersigned Incorporator has signed these Articles of Incorporation on this 18 day of December, 1998.


Anthony J. Begley, Sr.

CERTIFICATE OF DESIGNATION FOR REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of Corporation, which is contained in the foregoing Articles of Incorporation, and agrees to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and accepts the duties and obligations of Section 607.0505, Florida Statutes.

Dated this 18 day of December, 1998.



Andre R. Perron, Esquire

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