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ACCOUNT NO. : 072100000032

REFERENCE: 144542 7137459.

AUTHORIZATION :

COST LIMIT :

ORDER DATE: February 23, 1999

ORDER TIME : 11:36 AM

ORDER NO. : 144542-005

CUSTOMER NO: 7137459

CUSTOMER: Ali M. Jaferi, President

USA GROCERS USA GROCERS

1701 Southwest 12th

Avenue

Boca Raton, FL 33486

DOMESTIC FILING

NAME:

TRICO SE PETROLEUM, 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: Robert Maxwell

EXAMINER'S INITIALS:

300002784643--2

99 FEB 23 PM 12: 12 BECEINED Marie Committee and Committee

ARTICLES OF INCORPORATION OF TRICO SE PETROLEUM, INC.



THE UNDERSIGNED subscriber to these Articles of Incorporation, a natural person competent to contract, forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME: The name of this Corporation is: TRICO SE PETROLEUM, INC.

ARTICLE II. NATURE OF BUSINESS:

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III. CAPITAL STOCK:

The Capital Stock of this corporation shall be divided into ONE THOUSAND (1,000) shares of stock with \$1.00 par value.

ARTICLE IV. INITIAL CAPITAL:

The amount of capital with which this corporation will begin business is ONE THOUSAND (\$1,000.00) DOLLARS.

ARTICLE V. TERM OF EXISTENCE:

This corporation shall exist perpetually from the date of the filing of these Articles.

ARTICLE VI. ADDRESS:

The street address of the initial registered office of the corporation is:

1701 S.W. 12TH AVENUE

BOCA RATON, FLORIDA 33486

The name of the initial resident agent of this corporation at that address is:

ALI M. JAFER!

The street address of the principal place of business shall be:

1701 S.W. 12TH AVENUE BOCA RATON, FLORIDA 33486

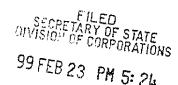
ARTICLE VII. DIRECTORS:

This corporation shall have one (1) Director initially. The number of directors may be increased or diminished from time to time, as provided in theBy-Laws.

ARTICLE VIII. INITIAL ADDRESS:

The name and address of the members of the first Board of Directors are:

ALI M. JAFERI 1701 S.W. 12TH AVENUE BOCA RATON, FLORIDA 33486



ARTICLE IX. SUBSCRIBERS:

The name and address of each Subscriber to these Articles of Incorporation is:

ALI M. JAFERI 1701 S.W. 12TH AVENUE BOCA RATON, FLORIDA 33486

IN WITNESS WHEREOF, the undersigned Subscriber has executed these Articles of Incorporation this

كار_day of January, 1999.

ALI M. JAFERI

ACCEPTANCE

HAVING BEEN NAMED to accept service of process for the above-stated corporation, at a place designated in this Certificate, I hereby accept said designation as Registered Agent and agree to comply with the provisions relative to keeping said office open.

ALI M. JAFERI