

P990000017447



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 255835 7137459
AUTHORIZATION : Patricia Pizito
COST LIMIT : \$ 52.50

FILED
99 MAY 27 PM 2:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ORDER DATE : May 27, 1999
ORDER TIME : 10:58 AM
ORDER NO. : 255835-005
CUSTOMER NO: 7137459

100002888471--5

CUSTOMER
Mr. Alex N. Grief
Usa Grocers
1701 Southwest 12th
Avenue
Boca Raton, FL 33486

DOMESTIC AMENDMENT FILING

NAME: TRICO SE PETROLEUM, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY- TWO
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: James Guy

C. COULLETTE MAY 27 1999

EXAMINER'S INITIALS: _____

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF TRICO SE PETROLEUM, INC.

THE UNDERSIGNED President of TRICO SE PETROLEUM, INC., a natural person competent to contract, files this, its Amendment to Articles of Incorporation adding new Article to the Articles of Incorporation, pursuant to Florida Statute, and as adopted on the 25th day of May, 1999, by Corporate Resolution at a Special Meeting of the Stockholders and Directors of the Corporation.

ARTICLE X: PURPOSE:

A. Notwithstanding any provision hereof to the contrary, the following shall govern:

The nature of the business and the purposes to be conducted and promoted by the Corporation is to engage solely in the following activities:

1. To acquire for AMERADA HESS and/or HESS REALTY, INC., certain real property, together with all improvements located thereon, which property is more specifically described on the attached Exhibit "1" incorporated by reference herein, in the states of South Carolina and Georgia, commonly know as (the "Property").
2. To own, hold, sell, assign, transfer, operate, lease, mortgage, pledge and otherwise deal with the Property.
3. To exercise all power as enumerated in the General Corporation Law of the State of Florida necessary or convenient to the conduct, promotion or attainment of the business or purposes otherwise set forth herein.

B. Certain Prohibited Activities:

Notwithstanding any provision hereof to the contrary, the following shall govern: The Corporation shall only incur indebtedness in an amount necessary to acquire, operate, improve and maintain the Property. For so long as any mortgage lien in favor of Enterprise Mortgage Acceptance Corp., its successors or assigns (The "First Mortgage") exists on any portion of the Property, the Corporation shall not incur, assume, or guaranty any other indebtedness. For so long as the First Mortgage exists on any portion of the Property, the Corporation shall not dissolve or liquidate, or consolidate or merge into any other entity, or convey or transfer its properties and assets substantially as an entirety or transfer any of its shares of stock to any entity. For so long as the First Mortgage exists on any portion of the Property, the Corporation will not voluntarily commence a case with respect to itself, as debtor, under the Federal Bankruptcy Code or any similar federal or state statute without the unanimous consent of the Board of Directors of the Corporation. For so long as the First Mortgage exists on any portion of the Property, no material amendment to these Articles of Incorporation or to the Corporation's by-laws may be made without first obtaining approval of the mortgagee holding the First Mortgage on any portion of the Property.

C. Indemnification:

Notwithstanding any provision hereof to the contrary, the following shall govern: Any indemnification of the Corporation's directors and officers shall be fully subordinated to any obligations respecting the Property, including, without limitation, the First Mortgage, and such indemnification shall not constitute a claim against the Corporation in the event that cash flow in excess of amounts necessary to pay holders of such obligation is insufficient to pay such obligations.

D. Separateness Covenants:

Notwithstanding any provision hereof to the contrary, the following shall govern: for so long as the First Mortgage exists on any portion of the Property, in order to preserve and ensure its separate and distinct

corporate identity, in addition to the other provisions set forth in these Articles of Incorporation, the Corporation shall conduct its affairs in accordance with the following provisions:

1. It shall establish and maintain an office through which its business shall be conducted separate and apart from those of its parent and any affiliate and shall allocate fairly and reasonably any overhead for shared office space.
2. It shall maintain corporate records and books of account separate from those of its parent or affiliate.
3. Its Board of Directors shall hold appropriate meetings to authorize all appropriate corporate actions.
4. It shall observe all corporate formalities.
5. It shall not commingle assets with those of its parent and any affiliate.
6. It shall conduct its own business in its own name or any fictitious name or any license or trade name authorized by the Board of Directors of the Corporation.
7. It shall maintain financial statements separate from its parent and any affiliate.
8. It shall pay any liabilities out of its own funds, including salaries of any employees, not funds of its parent or any affiliate.
9. It shall maintain an arm's length relationship with its parent and affiliate.
10. It shall not guarantee or become obligated for the debts of any other entity, including its parent or affiliate, or hold out its credit as being available to satisfy the obligations of others.
11. It shall use stationary, invoices and checks separate from its parent and any affiliate.
12. It shall hold itself out as an entity separate from its parent and any affiliate.

For purposes of this Article X, the following terms shall have the following meanings:

1. "affiliate" means any person controlling or controlled by or under common control with the parent, including without limitation (i.) any person who has a familial relationship, by blood, marriage or otherwise with any director, officer or employee of the Corporation, its parent, or any affiliate thereof and (ii.) any person which receives compensation for administrative, legal or accounting services from this Corporation, its parent or any affiliate. For purposes of this definition, "control" when used with respect to any specified person, means the power to direct management and policies of such person, directly or indirectly, whether through the ownership of voting securities, by contract or otherwise; and the terms "controlling" and "controlled" have meanings correlative to the foregoing.
2. "parent" means, with respect to a Corporation, any other corporation owning, joint venture, association, joint stock company, trust (including any beneficiary thereof), unincorporated organization, or government or agency or political subdivisions thereof.

IN WITNESS WHEREOF, the undersigned President has executed these Articles of Amendment to the Articles of Incorporation this 25th day of May, 1999.


ALI M. JAFERI, PRESIDENT

STATE OF FLORIDA
COUNTY OF PALM BEACH

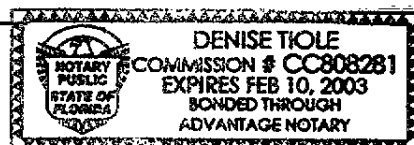
BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County aforesaid, personally appeared ALI M. JAFERI, as President of TRICO SE PETROLEUM, INC., a Florida corporation, () personally known by me to be the person or () who presented _____, as identification who executed the foregoing Amendment to Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the State and County aforesaid this 25th day of May, 1999.


NOTARY PUBLIC, STATE OF FL.

My Commission Expires:

Feb. 10, 2003



**EXHIBIT "1" TO ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF
TRICO SE PETROLEUM, INC. (PAGE 1 OF 2)**

SOUTH CAROLINA SITES

3002 N. Main Street & Pine Lane
Anderson, South Carolina
Store # 401

301 South Muray Avenue & Market Street
Anderson, South Carolina
Store # 402

4306 Augusta Road
Greenville, South Carolina
Store # 403

2049 Wade Hampton Boulevard
Greenville, South Carolina
Store # 404

300 Rutherford Street & Stone Avenue
Greenville, South Carolina
Store # 405

1082 Tiger Boulevard & College Avenue
Clemson, South Carolina
Store # 406

2539 West Whitner Street & Pearman Dairy Road
Anderson, South Carolina
Store # 407

2431 East North Street
Greenville, South Carolina
Store # 408

2401 Reidville Road
Spartanburg, South Carolina
Store # 409

1139 Woodruff Road & Garlingotn Road
Greenville, South Carolina
Store # 410

2250 Cherry Road
Rockhill, South Carolina
Store # 411

725 Saluda Street
Rockhill, South Carolina
Store # 412

1224 Richland Avenue
Aiken, South Carolina
Store # 418

**EXHIBIT "1" TO ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF
TRICO SE PETROLEUM, INC. (PAGE 2 OF 2)**

GEORGIA SITES

1801 Walton Way & Crawford Avenue
Augusta, Georgia
Store #414

2700 Peach Orchard Road & Harold Road
Augusta, Georgia
Store #415

3224 Wrightboro Road Jackson Road
Augusta, Georgia
Store # 416

2805 Washington Road
Augusta, Georgia
Store # 417