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March 9, 1999

VIA FEDERAL EXPRESS

State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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*****78.75 *****78.75

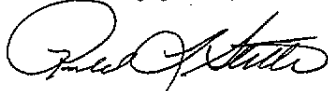
Re: Cleveland Service Stations Inc.
Our File No: 8724.001

Dear Sir or Madam:

Enclosed herewith please find an original and one copy of the Articles of Incorporation for the above-referenced corporation. Please file the original and return the copy certified to me at your earliest convenience.

Our firm's check in the amount of \$78.75 is enclosed for the required filing fee. If you have any questions or need additional information, please feel free to contact me.

Very truly yours,



Ronald L. Stetler

RLS/jpw
Enclosures

FILED
99 MAR 10 PM 3:42
SECRETARY OF STATE
TALLAHASSEE FLORIDA



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99 MAR 10 PM 3:42
SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF
CLEVELAND SERVICE STATIONS INC.**

The undersigned subscriber to these Articles of Incorporation, a natural person, competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME AND ADDRESS

The name of the corporation is CLEVELAND SERVICE STATIONS INC., and its initial post office address and its principal office for conducting business is: 4704 Golden Gate Parkway, Naples, FL 34116..

ARTICLE II - DURATION

This corporation shall have perpetual existence, commencing on the date filed with the Department of State for the State of Florida.

ARTICLE III - PURPOSES AND POWERS

The powers of this corporation shall include the transaction of any activity or business permitted under the laws of the United States and this State and this corporation shall have all powers granted to corporations under said laws.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1000 shares of \$1.00 par value common stock.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share

thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The name of the initial Registered Agent of this corporation is Ronald L. Stetler and his address is 7342 Stonegate Drive, Naples, FL 34109.

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles is: Ronald L. Stetler, 7342 Stonegate Drive, Naples, FL 34109.

ARTICLE VIII - MANAGEMENT OF CORPORATION

The business of the corporation shall be managed by the stockholders of the corporation rather than by a Board of Directors.

ARTICLE IX - ACTION BY SHAREHOLDER WITHOUT A MEETING

The shareholders of this corporation may take action by written consent, as provided by law, unless otherwise provided in these Article or by the By-Laws of this corporation.

ARTICLE X - INDEMNIFICATION

This corporation shall indemnify its officers or any former officers to the full extent permitted by law.

ARTICLE XI - BY-LAWS

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

ARTICLE XII - AMENDMENT

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

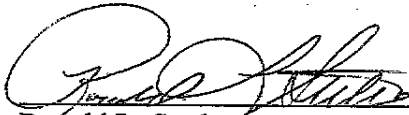
ARTICLE XIII - RESTRICTIONS ON STOCK TRANSFERS

Each shareholder may not transfer any class of stock of the corporation which he or she may hereafter acquire without making it available for purchase by the corporation and then to the remaining shareholders of the corporation should the corporation elect not to purchase any or all of such stock. The manner in which this option may be elected shall be prescribed by the By-Laws of this corporation.

ARTICLE XIV - 1244 STOCK

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

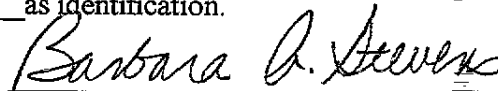
IN WITNESS WHEREOF, I, the undersigned, being the original incorporator to the capital stock hereinbefore named, have hereunto set my hand and seal this 5th day of March, 1999.


Ronald L. Stetler

STATE OF FLORIDA

COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 5th day of March, 1999, by Ronald L. Stetler, who is personally known to me or who produced _____ as identification.



NOTARY PUBLIC

MY COMMISSION EXPIRES:


CERTIFICATE DESIGNATING REGISTERED AGENT

In pursuant of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act.

First - That CLEVELAND SERVICE STATIONS INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at 4704 Golden Gate Parkway, Naples, FL 34116 has named Ronald L. Stetler located at 7342 Stonegate Drive, Naples, FL 34109 as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, at the place designated in the Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.



Ronald L. Stetler

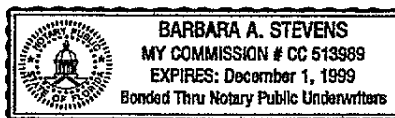
The foregoing instrument was acknowledged before me this 5th day of March, 1999, by Ronald L. Stetler, who is personally known to me or who produced _____ as identification.

(SEAL)



NOTARY PUBLIC
MY COMMISSION EXPIRES:

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SECRETARY OF STATE
TALLAHASSEE FLORIDA