



THE UNITED STATES
CORPORATION
COMPANY

P99000031200

ACCOUNT NO. : 072100000032
REFERENCE : 264753 7137459
AUTHORIZATION : *Patricia Pizut*
COST LIMIT : \$ 61.25

99 JUN -7 PM 12:39
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : June 7, 1999

ORDER TIME : 10:09 AM

ORDER NO. : 264753-005

500002896405--9

CUSTOMER NO: 7137459

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

DOMESTIC AMENDMENT FILING

NAME: TRICO II SE PETROLEUM, CORP.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX (2) CERTIFIED COPIES
XX (1) CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS: _____

RECEIVED
99 JUN -7 AM 11:26
DEPARTMENT OF REVENUE
DIVISION OF CORPORATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF TRICO II SE PETROLEUM, CORP.

THE UNDERSIGNED President of TRICO II SE PETROLEUM, CORP., 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, CORP., 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 state of 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

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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 and 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 II SE PETROLEUM, CORP., 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.

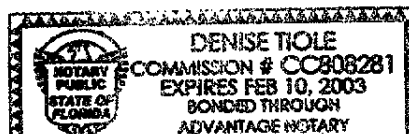
IN WITNESS WHEREOF, I have hereunto set my hand and seal in the State and County aforesaid this 25th day of May, 1999.



NOTARY PUBLIC, STATE OF FL.

My Commission Expires:

Feb. 10, 2003



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

GEORGIA SITES

3380 South Cobb Drive & Concord Road
Smyrna, Georgia
Store # 10201/501

86 North Fairgrounds Street & Lawrence Avenue
Marietta, Georgia
Store # 10206/502

4883 Atlanta Highway & US Highway 78
Bogart, Georgia
Store # 10209/503

4192 Jonesboro Road & Conley Road
Forrest Park, Georgia
Store # 10219/504

2461 Candler Road & Kelly Lake Road
Decatur, Georgia
Store # 10220/505

655 Cleveland Avenue
Atlanta, Georgia
Store # 10223/506

3637 Clairmont Road & Dresden Drive
Chamblee, Georgia
Store # 10228/507

646 Indian Trail & Hillcrest Road
Lilburn, Georgia
Store # 10373/508

3905 Lavista Road
Tucker, Georgia
Store # 10232/509

5248 Memorial Drive & Rays Road
Stone Mountain, Georgia
Store # 10233/510

4455 Wade Green Road & Hickory Grove Road
Kennesaw, Georgia
Store # 10374/511

5991 Old Dixie Highway & Monroe Road
Forrest Park, Georgia
Store # 10243/512

6331 South Main Street
Morrow, Georgia
Store # 10251/513

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

GEORGIA SITES

6720 Mount Zion Boulevard & Maddox Road
Morrow, Georgia
Store # 10255/514

115 Highway 138 East
Stockbridge, Georgia
Store # 10370/515

2960 Main Street
Snellville, Georgia
Store # 10371/516

3107 Buford Highway
Atlanta, Georgia
Store # 10218/517

1201 North Glennwood Avenue & Springdale Road
Dalton, Georgia
Store # 10231/518

911 Shorter Avenue & Elm Street
Rome, Georgia
Store # 10238/519

1952 West Broad Street
Athens, Georgia
Store # 10215/520

3357 Memorial Drive
Decatur, Georgia
Store # 10236/521

400 West Pike Street
Lawrenceville, Georgia
Store # 10372/522

5015 Old National Highway
College Park, Georgia
Store #10254/523