P99000050997



ACCOUNT NO. : 07210000032

REFERENCE :

274571

COST LIMIT : \$ 35.00

ORDER DATE: June 15, 1999

ORDER TIME: 12:06 PM

ORDER NO. : 274571-005

CUSTOMER NO: 7186713

300002905433--2

CUSTOMER: Mr. Behn Wilson

Cornerstone Management

P.o. Box 97

Delray Beach, FL 334457

DOMESTIC AMENDMENT FILING

NAME: XL GASOLINE, INC.

EFFICTIVE DATE:

ARTICLES OF AMENDMENT __ RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_ CERTIFIED COPY

PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Mimi Stephens

EXAMINER'S INITIALS:

C. COULLIETTE JUN 1 5 1999

ARTICLES OF AMENDMENT TO SO ARTICLES OF INCORPORATION OF X L Gasoline, Inc

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

Pursuant to anticle IIII, this componation shall consist of two directors, and two officers shall be added as follows:

add - PATRICIA MALONEY - DIRECTOR

6 Lakeshow DR

9 newtown Square, PA 19073

add - PATRICIA M. WILSON - VICE-President

955 Bolender DR

Delray Beach, FC 33983

add - William Baken - Vice-President

955 Bolender DR

Oelray Beach, FC 33483

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

N/A

THIRD: The date of each amendment's adoption: 6/8/99

FOURTH: Adoption of Amendment(s) (CHECK ONE)

,	a ř	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
ť		The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):
		"The number of votes cast for the amendment(s) was/were sufficient for approval by
	×	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
		The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.
Sign	S ature	igned this 8th day of June 1999. Bell Willy Bell Will Director (By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)
		OR
(By a director if adopted by the directors) OR		(By a director if adopted by the directors)
		OR
		(By an incorporator if adopted by the incorporators)
		Beha Wilson Typed or printed name
		Directon