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Florida Department of State
Division of Corporations
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

CARRILLON GAS STATION, INC.

Certificate of Status	0
Certified Copy	1
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ARTICLES OF INCORPORATION
for

CARRILLON GAS STATION, INC

The undersigned, acting as incorporator(s) of a corporation pursuant to chapter 607 Florida Statutes, adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

CARRILLON GAS STATION, INC

ARTICLE II- PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

**5098 Airport Road
Naples, Fla 66104**

ARTICLE III CORPORATE DURATION

The duration of the corporation is to be perpetual.

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**SECRETARY OF STATE
TALLAHASSEE FLORIDA**

These Document prepared by:
EDUARDO CANTERA, ESQ.
1762 CORAL WAY
Miami, Florida 33145
FBN # 154990
TEL: (305) 442-4343
FAX: (305) 443-2200

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ARTICLE IV- PURPOSE

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

ARTICLE V- CAPITALIZATION

The aggregate number of shares which the corporation is authorized to issue is 1,000 shares. Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) per share.

ARTICLE VI- DIRECTORS

The number of directors constituting the initial board of directors of the corporation shall be Two (2) directors.

MIGUEL ECHEVERRIA- President

CARLOS JAVIER PRADO-Vice-President

ARTICLE VII- INCORPORATORS

The name and address of each incorporator is:

Name

Address

EDUARDO CANTERA, ESQ.

1762 CORAL WAY
Miami, Fl 33145

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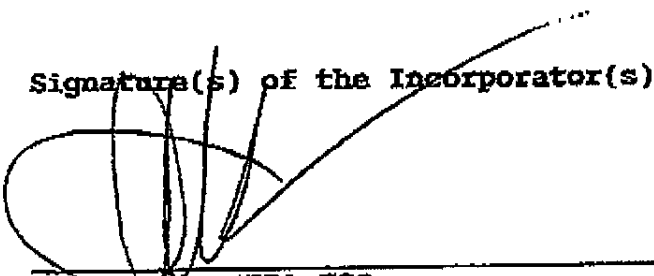
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ARTICLE VIII- INDEMNIFICATION

This corporation shall indemnify and may insure it's officers and directors to the fullest extent permitted by Law.

The undersigned incorporator(s) has(have) executed these Articles
of this 24th day of June 1999.

Signature(s) of the Incorporator(s)


EDUARDO CANTERA, ESQ.
Registered Agent

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CERTIFICATE OF DESIGNATION REGISTERED AGENT/ REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is: CARRILLON GAS STATION, INC

2. The name and address of the registered agent and office is:
EDUARDO CANTERA

1762 CORAL WAY

(P.O. BOX NOT ACCEPTABLE)

MIAMI, FLORIDA

(CITY/STATE/ZIP)

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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HAVING BEEN NAMED AS REGISTERED AGENT AND ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY, I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE 

DATE 06/24/99

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