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COVER LETTER FOR FILING ARTICLES

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Expedited: Dept. of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 JUN 25 PM 4: 24

FILED

Filing Fee.....\$70
Non-Profit.....\$70
LLC.....\$250

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-06/25/99-01032-007

*****70.00 *****70.00

RE: Florida Tiny's, Inc.

Dear Secretary of State:

Enclosed is an original and a copy of the proposed Articles of Incorporation of the above listed corporation(s). Please file the original Articles and fax a copy of the filed articles to (314) 664-2442. You may call me at (314) 965-4988 with any problems or questions.

Please return the copies in the enclosed envelope to:

U.S. CORPORATIONS, INC.

ATTN: KELLY

1380 SOUTH KINGS HIGHWAY
ST. LOUIS, MO 63110

630 Neptune Ave.
Encinitas, CA 92024

Sincerely,

Steven Chase
Incorporator
U.S. Corporations, Inc.

Kelly Bruce GAVE
AUTHORIZATION BY PHONE TO
CORRECT NAME & ADDRESS
DATE 6/29/99
DOC. EXAM ONE

*Secretary of State
Corporations Division
State of Florida*

ARTICLES OF INCORPORATION

OF

Florida Tiny's, Inc.

FILED
99 JUN 25 PM 4: 24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned natural person(s) of the age of eighteen years or more for the purpose of forming a corporation pursuant to section 607.0202, Florida Statutes, adopt the following Articles of Incorporation:

ARTICLE ONE: The name of the corporation is :

Florida Tiny's, Inc.

ARTICLE TWO: The address of the corporation's initial registered office in this state is:

99020 Overseas Hwy
Key Largo, FL 33037

The initial agent at such address is Dean A. Gakin

ARTICLE THREE: The aggregate number of shares of common capital stock which the corporation has authority to issue is 5,000 having no par value.

No preferences, qualifications, limitations, or restrictions in respect to the shares shall be set.

ARTICLE FOUR: The preemptive right of a shareholder to acquire additional shares shall not be limited or denied.

ARTICLE FIVE: The name and place of residence of the incorporator is as follows:

Steven P. Chase
7536 Forsyth
Suite 178
Clayton, MO 63105

ARTICLE SIX: The number of directors to constitute the board of directors is Two (2).

The names and address of the persons who are to serve as members of the initial Board of Directors of the corporation are as follows:

Dean A. Gakin - 212 Tide Avenue, Tavernier, FL 33070

Kelly H. Gakin - 212 Tide Avenue, Tavernier, FL 33070

ARTICLE SEVEN: The duration of the corporation is perpetual.

ARTICLE EIGHT: The general purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of the State of Florida, other than the banking business, the trust company business, or the practice of a profession permitted to be incorporated by the State of Florida. The specific purpose of this corporation is gas station/convenience store.

ARTICLE NINE: The address of the business office or headquarters is:

99020 Overseas Hwy
Key Largo, FL 33037

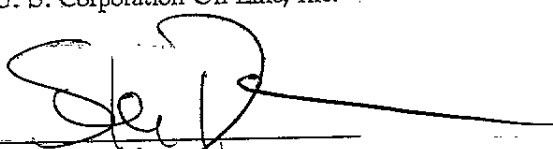
The mailing address is the same as above.

ARTICLE TEN: The corporation will commence business upon the file date assigned by the Secretary of States office.

IN WITNESS WHEREOF, these Articles of Incorporation have been signed this 6/21/99.

Incorporator: Steven P. Chase/Director
U. S. Corporation On Line, Inc.

Signature: _____


Steven P. Chase-Incorporator

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA
STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER
THE LAWS OF THE STATE OF FLORIDA SUBMITS THE FOLLOWING
STATEMENT IN DESIGNATING THE RESTORED OFFICE/REGISTERED
AGENT, IN THE STATE OF FLORIDA.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the corporation is: Florida Tiny's, Inc.

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

Dean Gakin 99020 Overseas Hwy
Key Largo, FL 33037

Having been named as registered agent and to 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.

X Dean Gakin 6/21/99
Date

DIVISION OF CORPORATIONS, PO BOX 8327, TALLAHASSEE, FL 32314

FAX COVER SHEET