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AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
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REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
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ARTICLES OF INCORPORATION  
OF  
MQR, INC.

STATE OF FLORIDA  
COUNTY OF PUTNAM

KNOW ALL MEN BY THESE PRESENTS:

I, the undersigned natural person of the age of twenty-one (21) years or more and citizens of the State of Florida, hereby apply for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges, duties and immunities of a corporation for profit, under and pursuant to these ARTICLES OF INCORPORATION.

ARTICLE I

NAME AND ADDRESS: The name of this corporation shall be MQR, Inc., and the principal office shall be located at 604 Lemon Avenue, Crescent City, Florida 32112.

ARTICLE II

PURPOSES: The nature of the business and the purpose or purposes for which this corporation are formed are as follows, to-wit:

1. To engage in the business of wholesale and retail sales, delivery and transport of petroleum products and incident items. To operate wholesale and retail outlets engaging in the

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sale of gasoline and other petroleum products, food and other household items, including gasoline and diesel fueling stations and truck stops.

2. To do everything necessary, proper and advisable or convenient for the accomplishment of the purposes hereinabove set forth and to do all other things incidental thereto or connected therewith which are not forbidden by Florida Statutes or any other law.

3. To transact any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as it now exists, or may hereafter be amended.

#### ARTICLE III

CAPITAL STOCK: The total number of shares of capital stock which may be issued by this corporation is one hundred (100) shares of no par value common stock which shall be designated as "Common Shares" and which shall be fully paid and non-assessable.

#### ARTICLE IV

DURATION: This corporation shall have perpetual existence commencing on the date of this filing of these Articles of Incorporation with the Department of State.

#### ARTICLE V

PRE-EMPTIVE RIGHT: Every shareholder, upon sale for cash of any new stock of this corporation, 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

REGISTERED OFFICE AND AGENT: The street/mailing address of the initial registered office of this corporation is: 222 North Third Street, Palatka, Florida 32177-3710, and the name of the initial registered agent of this corporation at that address is Joe H. Pickens.

#### ARTICLE VII

INCORPORATOR: The name and address of the incorporator is as follows, to-wit: C. Patrick Codd, P. O. Box 637, 604 Lemon Avenue, Crescent City, Florida 32112.

#### ARTICLE VIII

BOARD OF DIRECTORS: The initial Board of Directors shall consist of the following:

C. Patrick Codd  
P. O. Box 637  
604 Lemon Avenue  
Crescent City, Florida 32112

Stacy M. Codd  
P. O. Box 637  
604 Lemon Avenue  
Crescent City, Florida 32112

The number of Directors may either be increased or decreased from time to time by the by-laws, provided, however, that

there shall never be less than one (1) Director nor more than seven (7) Directors.

#### ARTICLE IX

INITIAL OFFICERS: The initial officers shall be as follows:

President/Treasurer: C. Patrick Codd  
P. O. Box 637  
604 Lemon Avenue  
Crescent City, FL 32112

Vice President/Secretary: Stacy M. Codd  
P. O. Box 637  
604 Lemon Avenue  
Crescent City, FL 32112

#### ARTICLE X

INDEMNIFICATION: The corporation shall indemnify any Officer or Director or any former officer or director; to the full extent permitted by law.

#### ARTICLE XI

1. VOTING: Holders of common stock shall be entitled to one vote for each and every share of stock standing in his, her or its name, at any and all meetings of the Stockholders of this Corporation, and said stock may be voted by the Stockholders of record, either in person or by proxy.

2. MANAGEMENT: The business and affairs of the Corporation shall be under the management and control of the Board of Directors.

3. AMENDMENTS: The Corporation reserves the right to amend, alter, modify, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter provided by law, and all rights conferred upon the Officers and Shareholders of the Corporation are granted subject to this reservation.

4. SUBORDINATION: All other provisions of the Articles of Incorporation and By-Laws shall be subordinate to the provisions of this ARTICLE.

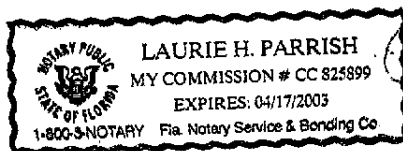
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 17<sup>th</sup> day of June, 1999.

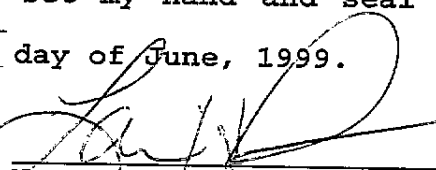
  
C. Patrick Codd

STATE OF FLORIDA  
COUNTY OF PUTNAM

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared C. Patrick Codd, personally known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

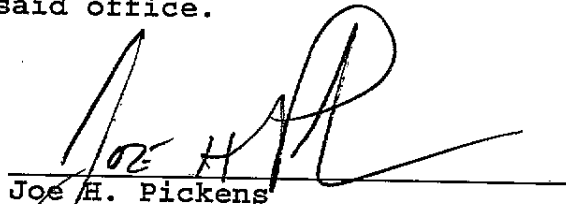
IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 17<sup>th</sup> day of June, 1999.



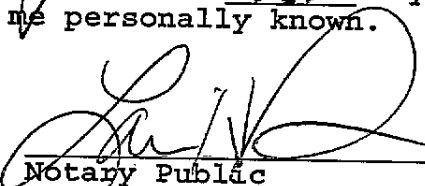
  
Notary Public  
My commission expires:

ACCEPTANCE OF DUTIES AS REGISTERED AGENT

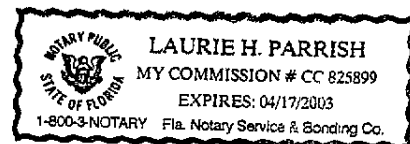
I, the undersigned, having been named to accept service of process for the above corporation at the place indicated in the foregoing Articles of Incorporation, do hereby agree to act in said capacity, and agree to comply with the provisions of the Florida Statutes relative to keeping open said office.

  
Joe H. Pickens

SWORN TO AND SUBSCRIBED before me this 25<sup>th</sup> day of June, 1999 by Joe H. Pickens, who is to me personally known.

  
Notary Public

My commission expires:



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