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The Law Offices of
Linster E. Brinkley, Jr., P.A.
2350-N 34th Street North, Suite 110
Saint Petersburg, Florida 33713
Telephone (727) 328-8100 - Telefacsimile (727) 321-1715

July 14, 1999

Teresa Brown, Corporate Specialist
Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

600002914326-4
-06/24/99-01070-002
****122.50 ****78.75

RE: Incorporation of H & S C-Stores, Inc.
Ref Number: W99000014843

Dear Ms Brown:

In response to your letter dated June 25, 1999, we are enclosing the revised Articles of Incorporation for H & S Enterprises, Inc. to now read H & S C-Stores, Inc.

We appreciate your assistance and look forward to receiving the certificate of incorporation.

Sincerely,

Sharon E. McLendon

Sharon E. McLendon
Legal Assistant

SM

encls.

cc: Belal D. Alam

FILED
99 JUL 19 PM 5:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T BROWN JUL 19 1999



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

June 25, 1999

LINSTER E. BRINKLEY, JR.
2350-N 34TH STREET NORTH
SUITE 110
ST. PETERSBURG, FL 33713

SUBJECT: H & S ENTERPRISES, INC.
Ref. Number: W99000014843

We have received your document for H & S ENTERPRISES, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6933.

Teresa Brown
Corporate Specialist

Letter Number: 799A00033821

**ARTICLES OF INCORPORATION
OF
H & S C-STORES, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE ONE

The name of the corporation is H & S C-Stores, Inc. and its principal office is at 900 34th Street North, St. Petersburg, FL 33713.

ARTICLE TWO

The period of its duration is perpetual.

ARTICLE THREE

The purpose for which the corporation is organized is to acquire and operate a convenience store and to perform any services or business incidental thereto. Further, the purpose for which the corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the Florida Corporation Act.

ARTICLE FOUR

The aggregate number of shares which the corporation shall have authority to issue is one thousand, all of which shall be common shares with no par value

ARTICLE FIVE

The corporation will not commence business until the issuance of certificate of incorporation, and it has received for the issuance of shares consideration of the value of \$1000.00 consisting of money, labor done, or property actually received.

ARTICLE SIX

The street address of the initial registered office is 2350-N 34th Street, Suite 110, St. Petersburg, Florida 33713, and the name of the initial registered agent at such address is Linster Brinkley, Jr., Esq.

ARTICLE SEVEN

The number of directors constituting the initial board of directors is one, and the names and addresses of the person or persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

Belal D. Alam – 900 34th Street North , St. Petersburg, FL 33713

ARTICLE EIGHT

The Board of Directors is empowered to make, alter, or repeal the Bylaws of the corporation without restriction of their powers conferred by statute.

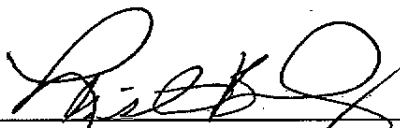
ARTICLE NINE

The name and address of the incorporator is Linster Brinkley, Jr., Esq., 2350-N 34th Street North, Suite 110, St. Petersburg, FL 33713.

ARTICLE TEN

The powers of the incorporator cease upon filing the Articles of Incorporation.

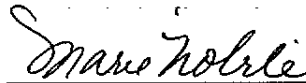
Signed by:

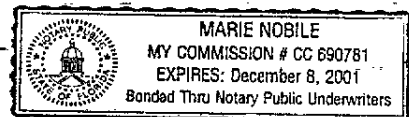

Linster E. Brinkley, Jr., Esq., Incorporator

Date:

7-14-99

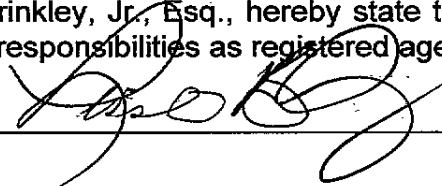
Sworn to and subscribed before me this 14 day of July, 1999.


Notary Public



I, Linster Brinkley, Jr., Esq., hereby state that I am familiar with and accept the duties and responsibilities as registered agent of said corporation.

Signed by:



Date:

7-14-99

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99 JUL 19 PM 5:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA