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LAW OFFICE OF
NICHOLAS H. HAGOORT, JR., P.A.
WOOLBRIGHT CORPORATE CENTER
1901 S. CONGRESS AVENUE, SUITE 360
BOYNTON BEACH, FLORIDA 33426
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FILED
99 JUL 16 AM 10:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ADMITTED IN
NEW JERSEY AND FLORIDA

July 8, 1999

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*****78.75 *****78.75

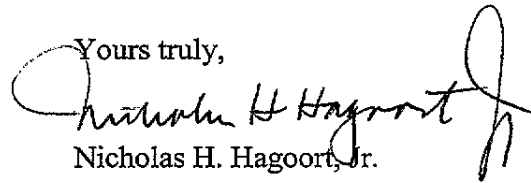
Secretary of State
Corporations Division
Capitol Building
Tallahassee, FL 32304

Ladies and Gentlemen:

We enclose for filing two copies of the Articles of Incorporation of **MARATHON TEXACO, INC.**, a domestic Florida corporation. Please file one and file stamp and return the other with a certified copy of the one filed.

Our check in the amount of \$78.75 is enclosed to cover filing fee, registered agent designation and certified copy.

A stamped, self addressed return envelope is enclosed.

Yours truly,

Nicholas H. Hagoort, Jr.

D. BROWN JUL 23 1999

ARTICLES OF INCORPORATION

OF

MARATHON TEXACO, INC.

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CLERK OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be: **MARATHON TEXACO, INC.** The principal place of business of this corporation shall be c/o Marathon Texaco, 5515 Overseas Highway, Marathon, FL 33050.

ARTICLE II. NATURE OF BUSINESS

The corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having a par value of \$.01 per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 1901 S. Congress Avenue, Suite 360, Boynton Beach, Florida 33426, and the name of the registered agent of the corporation at that address is Nicholas H. Hagoort, Jr.

Law Office of Nicholas H. Hagoort, Jr., P.A.
1901 S. Congress Avenue, Suite 360
Boynton Beach, Florida 33426
(407) 369-1010

ARTICLE V. TERM OF EXISTENCE

This corporation shall commence its corporate existence on the date of the filing of these Articles, and shall exist perpetually.

ARTICLE VI. MANAGEMENT BY SHAREHOLDERS

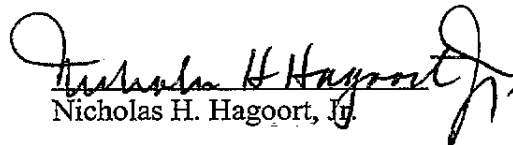
All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the shareholders of this corporation. There shall be no Directors of this corporation.

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

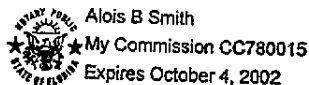
Nicholas H. Hagoort, Jr.
1901 S. Congress Avenue
Suite 360
Boynton Beach, Florida 33426

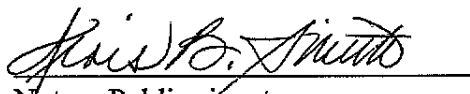
IN WITNESS WHEREOF, the undersigned incorporator has signed his hand and seal on July 2, 1999.


Nicholas H. Hagoort, Jr.

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me on July 2, 1999, by Nicholas H. Hagoort, Jr., who is personally known to me.




Notary Public signature
Print Name: ALOIS B. SMITH

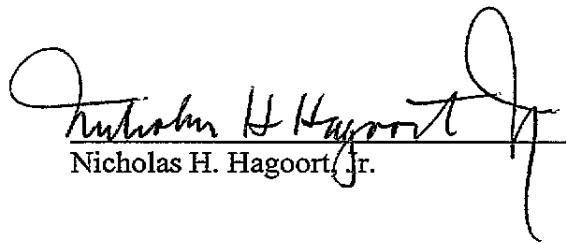
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ACCEPTANCE BY REGISTERED AGENT

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CLERK OF STATE
TALLAHASSEE, FLORIDA

Having been named to accept service of process for the above-stated corporation at the place designated in Article IV of these Articles of Incorporation, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of his duties.

Dated: July 2, 1999


Nicholas H. Hagoort, Jr.