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July 15, 1999

Secretary of State
State of Florida
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Discount Diesel Services, Inc. 300002936243--8
Articles of Incorporation -07/20/99--01061--001

*****78.25 *****78.25

300002936243--8

-07/20/99--01061--002

*****0.50 *****0.50

Ladies and Gentlemen:

Enclosed please find the executed Articles of Incorporation for Discount Diesel Services, Inc. I am also enclosing a money order in the amount of \$78.25 and two quarters because the money order was not prepared in the full amount.

Please forward to me at the above address appropriate confirmation that the articles have been received and filed with the Division. Thank you for your prompt attention to this matter.

Sincerely,


Stuart B. Yanofsky

SBY/

Enclosures:

Original Articles of Incorporation
Money Order for \$78.25 (and 50 cents)

FILED
99 JUL 20 PM 1:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

7-27
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ARTICLES OF INCORPORATION
OF
DISCOUNT DIESEL SERVICES, INC.

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation shall be: Discount Diesel Services, Inc. Its business shall be carried on in the State of Florida, in the United States of America, in Central America, in South America and elsewhere, as may be authorized by its Board of Directors.

ARTICLE II

The general nature of the business to be transacted by the corporation shall be that provided below:

- (a) To sue and be sued, complain, and defend in its corporate name;
- (b) To have a corporate seal, which may be altered at will and to use it or a facsimile of it, by impressing or affixing it or in any other manner reproducing it;
- (c) To purchase, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal with real or personal property or any legal or equitable interest in property wherever located;
- (d) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, and otherwise dispose of all or any part of its property;
- (e) To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute 607.0833;
- (f) To purchase, receive, subscribe for, or otherwise acquire; own, hold, vote, use, sell, mortgage, lend, pledge, or otherwise dispose of; and deal in and with shares or other interests in, or obligations of, any other entity;
- (g) To make contracts and guarantees, incur liabilities, borrow money, issue its notes, bonds, and other obligations (which may be convertible into or include the option to purchase other securities of the corporation),

and secure any of its obligations by mortgage or pledge of any of its property, franchises, and income and make contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by the contracting corporation; a corporation which owns, directly or indirectly, a majority of the outstanding stock of the contracting corporation; or a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by a corporation which owns, directly or indirectly, the majority of the outstanding stock of the contracting corporation, which contracts of guaranty and suretyship shall be deemed to be necessary or convenient to the conduct, promotion, or attainment of the business of the contracting corporation, and make other contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of the contracting corporation;

- (h) To lend money, invest and reinvest in funds, and receive and hold real and personal property as security for repayment;
- (i) To conduct its business, locate offices, and exercise the powers granted by this act within or without this state;
- (j) To elect directors and appoint officers, employees, and agents of the corporation and define their duties, fix their compensation, and lend them money and credit;
- (k) To make and amend bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for managing the business and regulating the affairs of the corporation;
- (l) To make donations for the public welfare or for charitable,, scientific, or educational purposes;
- (m) To transact any lawful business that will aid governmental policy;
- (n) To make payments or donations or do any other act not inconsistent with law that furthers the business and affairs of the corporation;
- (o) To pay pensions and establish pension plans, pension trusts, profit-sharing plans, share bonus plans, share option plans, and benefit or incentive plans for any or all of its current or former directors, officers, employees, and agents and for any or all of the current

or former directors, officers, employees, and agents of its subsidiaries.

- (p) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his death shares of its stock owned by the shareholder or by the spouse or children of the shareholder;
- (q) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other entity; and
- (r) To do any act authorized by law.

ARTICLE III

The maximum number of shares that the corporation is authorized to have outstanding at any time shall be one hundred (100) shares of common stock at no par value.

ARTICLE IV

The street address of the principal office of this corporation is 1923 Southwest 69th Avenue, Pompano Beach, Florida 33068.

ARTICLE V

The initial street address of the principal office of this corporation is 1923 Southwest 69th Avenue, Pompano Beach, Florida 33068. The registered agent for the corporation at that address is Joey Gaydon.

ARTICLE VI

The names and post office addresses of the first Board of Directors, who shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified, are as follows:

NAME Joey Gaydon

ADDRESS _____

Joey Gaydon

1923 Southwest 69th Avenue
Pompano Beach, Florida 33068

ARTICLE VII

The name and street address of the person signing these articles of incorporation is Joey Gaydon, 1923 Southwest 69th Avenue, Pompano Beach, Florida 33068.

CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR DOMICILE FOR THE SERVICES OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

ARTICLE VIII

In pursuance of Chapter 48.091, Florida Statutes the following is submitted, in compliance with said Act:

First. That Discount Diesel Services, Inc., desiring to organize under the laws of the State of Florida with its registered office indicated in the Articles of Incorporation at 1923 Southwest 69th Avenue, Pompano Beach, Florida 33068, has named Joey Gaydon as its agent to accept service of process within this state. The undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

ACKNOWLEDGMENT:

Having been named to accept service of process for Discount Diesel Services, Inc., at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


Joey Gaydon, Resident Agent

ARTICLE IX

The Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholders' Meeting by a majority of the stockholders entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE X

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, We have hereunto set our hands and seals this 13th day of July, 1999.


Joey Gaydon

STATE OF Florida :

COUNTY OF Broward : ss.

The foregoing instrument (Articles of Incorporation for Discount Diesel Services, Inc.) was acknowledged before me this 13th day of July, 1999, by Joey Gaydon, who is personally known to me or who have produced _____ as identification.

My commission expires:



Stuart B Yanofsky

My Commission CC803993

Expires January 21, 2003

Stuart B Yanofsky
Signature of Acknowledger

STUART B. YANOFSKY
Typed/Printed Name of Acknowledger

Notary Public
Title or Rank

Serial Number, if any