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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

FLORIDA PROFIT CORPORATION OR P.A.

CASEY'S ENTERPRISES OF SOUTH FLORIDA, INC.

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|-----------------------|---------|
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ARTICLES OF INCORPORATION OF

CASEY'S ENTERPRISES OF SOUTH FLORIDA, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I - Name and Address:

The name of the Corporation shall be

CASEY'S ENTERPRISES OF SOUTH FLORIDA, INC.

The address of the initial principal office of this corporation shall be 1505 NW 47th Avenue, Lauderhill, FL 33313 and the mailing address shall be the same.

ARTICLE II - Nature of Business:

This 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, county, 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 1,000 shares of common stock having \$1.00 per share, par value.

ARTICLE IV - Registered Agent:

The Street Address of the initial registered office of the corporation shall be 3284 North State Road 7, Lauderdale Lakes, Florida 33319, and the name of the initial registered agent of the corporation at that address shall be Joseph K. Nofil, C.P.A., P.A.

Prepared by:

Joseph K. Nofil, C.P.A., P.A.
3284 North State Road 7
Lauderdale Lakes, FL 33319
(954) 484-5533

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ARTICLE V - Term of Existence:

The corporation is to exist perpetually.

ARTICLE VI - Officers and Directors:

This corporation shall have four officers and four directors, initially. The names and street addresses of the initial officers and directors who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Barbara E. Casey
1505 NW 47th Avenue
Lauderhill, FL 33313

President

Leapold C. Casey
1505 NW 47th Avenue
Lauderhill, FL 33313

Vice President

Lisa L. McGhee
1505 NW 47th Avenue
Lauderhill, FL 33313

Secretary
Treasurer

Uriah Casey
1505 NW 47th Avenue
Lauderhill, FL 33313

Director

Prepared by:

Joseph K. Nofil, C.P.A., P.A.
3284 North State Road 7
Lauderdale Lakes, FL 33319
(954) 484-5533

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ARTICLE VII - Incorporator:

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

Joseph K. Nofil, C.P.A., P.A.
3284 North State Road 7
Lauderdale Lakes, FL 33319

IN WITNESS WHEREOF, the undersigned has hereunto set his hand, on this 26th day of July, 1999.



JOSEPH K. NOFIL
PRESIDENT of JOSEPH K. NOFIL, C.P.A., P.A.
(REGISTERED AGENT)

ARTICLE VIII - Code Section 1244 Stock

All stock issued by this corporation shall be deemed to be "small business stock" as defined by Internal Revenue Code Section 1244.

ARTICLE IX - Registered Agent

I hereby am familiar with and accept the duties and responsibilities as registered agent for said Corporation.


JOSEPH K. NOFIL
PRESIDENT of JOSEPH K. NOFIL, C.P.A., P.A.
(REGISTERED AGENT)

Prepared by:

Joseph K. Nofil, C.P.A., P.A.
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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED.

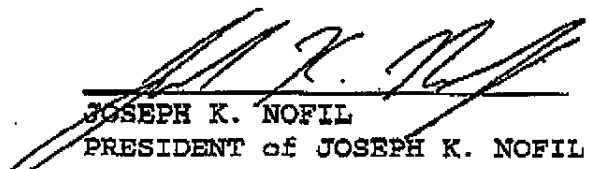
In pursuance of Chapter 607.34 Florida Statutes, the
following is submitted, in compliance with said Act:

First That **CASEY'S ENTERPRISES OF SOUTH FLORIDA, INC.**

desiring to organize under the laws of the State of Florida
with its principal office, as indicated in the articles of
incorporation at the City of Lauderhill, County of Broward,
State of Florida has named Joseph K. Nofil, C.P.A., P.A.,
located at 3284 North State Road 7, City of Lauderdale
Lakes, County of Broward, State of Florida, as its agent to
accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the
above stated corporation, at place designated in this
certificate. I hereby accept to act in this capacity, and
agree to comply with the provision of said Act relative to
keeping open said office.


JOSEPH K. NOFIL
PRESIDENT of JOSEPH K. NOFIL, C.P.A., P.A.
(REGISTERED AGENT)

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