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ACCOUNT NO. : 072100000032  
REFERENCE : 361248 7190728  
AUTHORIZATION : *Patricia Pizit*  
COST LIMIT : \$ 70.00

ORDER DATE : September 1, 1999  
ORDER TIME : 1:21 PM  
ORDER NO. : 361248-005  
CUSTOMER NO: 7190728

400002976344--4

CUSTOMER: Mr. Shefik R. Tallmadge  
MR. SHEFIK R. TALLMADGE  
MR. SHEFIK R. TALLMADGE  
P.o. Box 271372  
  
Tampa, FL 33688

DOMESTIC FILING

NAME: BUSINESS SERVICES GROUP  
C-STORES INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jamela Abaied

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 SEP - 1 AM 10: 25

RECEIVED  
99 SEP - 1 PM 8: 08  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

99 SEP -1 AM 10: 25

ARTICLES OF INCORPORATION

OF

BUSINESS SERVICES GROUP C-STORES INC.

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

ARTICLE I. NAME

The name of the corporation shall be:

BUSINESS SERVICES GROUP C-STORES INC.

The address of the principal office of this corporation shall be 474 Harbor Drive South, Indian Rocks Beach, Florida 33785 and the mailing address of the corporation 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, 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 100 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Shefik R. Tallmadge

474 Harbor Drive South  
Indian Rocks Beach, FL 33785

Lana B. Power

13349 Golf Crest Circle  
Tampa, FL 33624

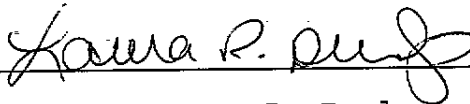
99 SEP -1 AM 10: 25

ARTICLE VII. INCORPORATOR

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

The Company Corporation  
1013 Centre Road  
Wilmington, Delaware 19805

The undersigned incorporator has executed these Articles of Incorporation on September 1, 1999.



Its Agent, Laura R. Dunlap  
Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: 

Its Agent, Laura R. Dunlap  
Authorized Service Representative  
Corporation Service Company

KFE/jai