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Law Offices

WHALEN, McHALE & CONSIDINE

A Florida Professional Association

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Suite 200

West Palm Beach, Florida 33401

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Timothy L. Whalen
Michael J. McHale+
Joseph M. Considine
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EFFECTIVE DATE

8-30-99

* Board Certified Admiralty & Maritime Law

Of Counsel
James S. Robinson

August 30, 1999

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-08/31/99-01075-017
*****122.50 *****78.75

VIA UPS OVERNIGHT DELIVERY
Florida Department of State
Division of Corporations
409 Gaines Street
Tallahassee, FL 32399

Re: Articles of Incorporation of Texaco of Port St. Lucie, Inc.

Dear Sirs:

Please find enclosed for filing the original and one copy of the Articles of Incorporation of TEXACO OF PORT ST. LUCIE, INC. Also enclosed is our check in the amount of \$122.50 to cover the necessary filing fees.

If you should have any questions in regard to the above matter, please do not hesitate to contact this office at (407) 655-1200. Thank you.

Sincerely,

Shirley M. Pucillo
Secretary to Timothy L. Whalen
Enclosures

PH
9/2/99

ARTICLES OF INCORPORATION
OF
TEXACO OF PORT ST. LUCIE, INC.

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SECRETARY 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

EFFECTIVE DATE

8-30-99

The name of the corporation shall be:

TEXACO OF PORT ST. LUCIE, INC.

The principal place of business of this corporation shall be 7961 So. Federal Highway, Port St. Lucie, FL 34952.

ARTICLE II - NATURE OF BUSINESS

This corporation may engage in 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 3,500 shares of common stock having one dollar (\$1.00) par value per share.

ARTICLE IV - ADDRESS

The street address of the initial registered office of the corporation shall be 301 Clematis Street, Suite 200, West Palm Beach, FL 33401 and the name of the initial registered agent of the corporation at that address is Timothy L. Whalen.

ARTICLE V - TERM OF EXISTENCE

The corporation shall be formed as of August 30, 1999 and shall exist in perpetuity.

ARTICLE VI - DIRECTORS

This corporation shall have two directors initially. The maximum number of directors of the corporation is seven (7). The names and addresses of the initial Board of Directors are:

Naim Abdelfatah
7961 So. Federal Highway
Port St. Lucie, FL 34952

Amjad Abdelfatah
7961 So. Federal Highway
Port St. Lucie, FL 34952

ARTICLE VII - OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed, are:

Amjad Abdelfatah
President/Secretary/Treasurer
7961 So. Federal Highway
Port St. Lucie, FL 34952

ARTICLE VIII - INCORPORATOR

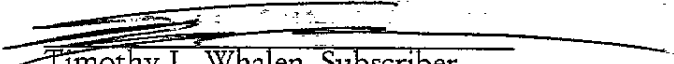
The name and street address of the incorporator to these Articles of Incorporation is:

Timothy L. Whalen
301 Clematis Street
Suite 200
West Palm Beach, FL 33401

ARTICLE IX - AMENDMENT

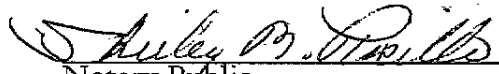
These Articles of Incorporation may be amended by a majority in interest of the shareholders of the corporation at a meeting duly called for such purpose.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this August 30, 1999.


Timothy L. Whalen, Subscriber

STATE OF FLORIDA }
COUNTY OF PALM BEACH }

The foregoing instrument was acknowledged before me this 30th day of August, 1999 by Timothy L. Whalen, who is personally known to me or who has produced Florida Drivers License, as identification and who did (did not) take an oath.



Notary Public,
State of Florida at Large

My Commission expires:

My Commission Number:



SHIRLEY M PUCILLO
My Commission CCS46650
Expires Apr. 09, 2000

**CERTIFICATE DESIGNATING REGISTERED
OFFICE FOR THE SERVICE OF PROCESS
WITHIN THE STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

FILED

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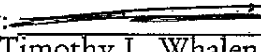
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Chapter 48.091 and Chapter 607.034, Florida Statutes, the following is submitted in compliance with said Act:

That TEXACO OF PORT ST. LUCIE, INC., desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation at the City of West Palm Beach, Florida, hereby appoints Timothy L. Whalen, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, 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.

By: 
Timothy L. Whalen
Registered Agent

Dated: August 30, 1999