

August 20, 1999

P99000080/48

Florida Department of State
Division of Corporations
P.O.Box 6327
Tallahassee, FL 32314

900002977029--5
-09/02/99--01057--018
*****75.00 *****75.00

Re: BSG C-STORES-TAMPA INC.

Please find enclosed :

- Two (2) Copies Articles of Incorporation
- Check for Incorporation fees of \$ 75.00 Payable to Department of State
Division of Corporations

Please file these Articles with the State of Florida and return Stamped copy
of Articles with assigned Document Number.

Your assistance in this matter is most appreciated.



David B. Wilson

FILED
99 SEP -2 PM 4: 44
STATE DEPT OF STATE
TALLAHASSEE, FLORIDA

COLLUSION CASE

SEP 09 1999

**ARTICLES OF INCORPORATION
OF
BSG C-STORES-TAMPA INC.**

The undersigned incorporator of these Articles of Incorporation does hereby form a corporation pursuant to the Florida General Corporation Act and does hereby adopt the following Articles of Incorporation:

**ARTICLE ONE
NAME AND PRINCIPAL OFFICE**

The name of this Corporation is BSG C-STORES-TAMPA INC. The Corporation's principal office is located at 9533 104th Avenue North, Largo, Florida 33777.

**ARTICLE TWO
DURATION**

The Corporation is to exist perpetually.

**ARTICLE THREE
PURPOSE**

This Corporation is organized to transact any and all lawful business for which corporations may be incorporated under the Florida General Corporations Act, including the provision of sales and services.

**ARTICLE FOUR
CAPITAL STOCK**

The aggregate number of shares which this Corporation is authorized to issue is 10,000 shares of common stock, each having a par value of One Dollar (\$ 1.00). Once issued, all shares shall be deemed fully paid and non – assessable.

**ARTICLE FIVE
PREEMPTIVE RIGHTS**

Each shareholder of any class of stock of this Corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the Corporation and any securities of the Corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

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CLERK OF THE CIRCUIT COURT
TALLAHASSEE, FLORIDA

ARTICLE SIX
TRANSFER OF SHARES

All of the issued and outstanding shares of the Corporation shall be made subject to restrictions on transferability by agreement among the holders of such shares. A copy of such agreement shall be kept on file at the principal office of the corporation and shall be subject to inspection by stockholders of record and bona fide creditors of the corporation at reasonable times during business hours.

ARTICLE SEVEN
REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation 9533 104th Avenue North, Largo, Florida 33777 and the name of the initial registered agent at such address is David B. Wilson, whose acceptance is noted below.

I am familiar with and accept the duties and responsibilities as registered agent for this corporation.



Accepted by David B. Wilson

ARTICLE EIGHT
DIRECTORS

The Board of Directors will consist of no less than one and no more than five directors, the exact number to be determined by the Bylaws (with any modifications or change in number, within this range, to also be by Amendment to the Bylaws). The initial Board of Directors shall consist of 2 (two) members: David B. Wilson and Joe Powers

ARTICLE NINE
INCORPORATOR

The name and address of the person signing these Articles is: David B. Wilson, 9533 104th Avenue North, Largo, Florida 33777

ARTICLE TEN
INDEMNIFICATION

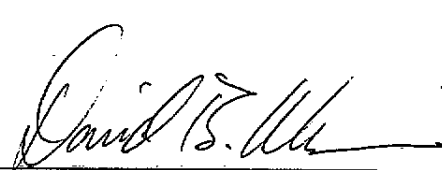
The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

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STATE OF FLORIDA
TALLAHASSEE, FLORIDA

ARTICLE ELEVEN
OTHER PROVISIONS

There are no other provisions for the regulation of the internal affairs of this Corporation except as set forth in the By-Laws of this Corporation.

In Witness Whereof, the undersigned Incorporator has executed these Articles of Incorporation this _____ day of August, 1999.



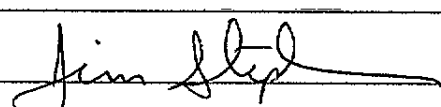
By: David B. Wilson

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged and sworn to before me this 20th day of August 1999 by David B. Wilson who :

(☒) is personally known to me

() produced _____ as identification.



(signature of notary)

Jim Stephanick

(printed name of notary)

(serial number, if any)

