

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 100 • Tallahassee, Florida 32302
(850) 244-8800 • 1-800-342-8002 Fax (850) 222-7222

92111

Premier Oil, Inc.

500003019265--7

-10/20/99-01031--008

*****78.75 *****78.75

- ✓ Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- ✓ Cert. Copy _____
- _____ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

SECTION OF STATE
TALLAHASSEE, FLORIDA
53 OCT 20 AM 11:10

APPROVED
AND
FILED

RECEIVED
53 OCT 20 AM 10:24
DIVISION OF REVENUE
TALLAHASSEE, FLORIDA

Signature _____

Requested by: _____

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

JSW
10/20/99

ARTICLES OF INCORPORATION
OF
PREMIER OIL INC.

The undersigned subscribers, being the incorporators of these Articles of Incorporation, hereby form a corporation under the laws of the State of Florida, Florida Statutes, Chapter 607 as follows:

ARTICLE I
NAME

The name of this corporation is PREMIER OIL, INC.

ARTICLE II
DURATION

This corporation shall exist perpetually.

ARTICLE III
CORPORATE PURPOSE AND POWERS

This corporation is organized for the purpose of conducting any and all lawful business not in conflict with the Statutes of the State of Florida. This corporation shall have all corporate powers enumerated in Chapter 607 mentioned above. This corporation is organized for the specific purpose of selling motor oil wholesale.

ARTICLE IV
CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have is One Thousand (1,000) shares of common stock having a nominal or par value of One Dollar (\$1.00) per share, which stock shall have the entire voting power of the corporation.

20 OCT 20 11:11:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 5 Clifford Drive, Shalimar, FL 32579, and the name of the initial registered agent at that address is Daniel C. Perri.

ARTICLE VI
INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors is one. The name and address of the person who is to serve as the initial Board of Directors is as follows:

Jim C. Boswell
P.O. Box 1180
Fort Walton Beach, Florida 32549

ARTICLE VII
INITIAL INCORPORATORS

The name and address of the initial incorporator of this corporation is as follows:

Jim C. Boswell
P.O. Box 1180
Fort Walton Beach, Florida 32549

ARTICLE VIII
PRINCIPAL OFFICE ADDRESS AND MAILING ADDRESS

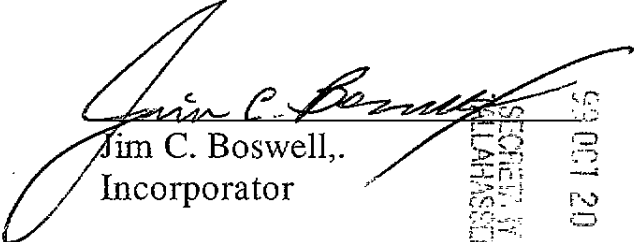
The principal office address of the Corporation is 326 Green Acres Road, Fort Walton Beach, Florida 32548. The mailing address for the Corporation is P.O. Box 1180, Fort Walton Beach, Florida 32549.

ARTICLE IX
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by vote of 51% of the

stock entitled to vote thereon. Any action of the stockholders may be taken without a meeting when consent in writing setting forth the action so taken is signed by all the persons who would be entitled to vote upon such action at a meeting and filed with the Secretary of the Corporation as part of the corporate records.

IN WITNESS WHEREOF, the undersigned, being all of the incorporators hereinbefore named, have hereunto set their hand and seal on this the 18th day of October, 1999, for the purpose of forming a corporation to do business both within and without the State of Florida and do make and file in the Office of the Secretary of State of Florida these Articles of Incorporation and certify that the facts herein stated above are true.


Jim C. Boswell,
Incorporator

STATE OF FLORIDA
COUNTY OF OKALOOSA

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, personally appeared Jim C. Boswell, either personally know to me or has produced a valid driver's license as identification to be the individual described in and who executed the foregoing Articles of Incorporation and he acknowledged to and before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the State and County last aforesaid this 18th day of October, 1999.


NOTARY PUBLIC
My Commission Expires:

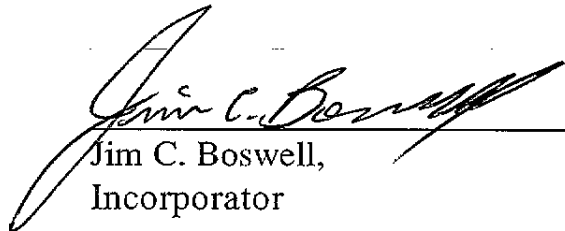


**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

Pursuant to Section 48.091 and 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of Florida, submits the following statement designating the registered office and registered agent in Florida.

1. The name of the corporation is PREMIER OIL, INC.
2. The address of the registered office is 5 Clifford Drive, Shalimar, FL 32579.
3. The name of the registered agent at the registered office is Daniel C. Perri.

Dated: October 18, 1999.


Jim C. Boswell,
Incorporator

Having been named as registered agent and to accept service of process for the above named corporation, at the place designated in this certificate, I hereby accept appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all Florida Statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: October 18, 1999.


Daniel C. Perri

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

59 OCT 20 11 11 AM '99

APPROVED
AND
FILED