6624 Gateway Avenue Sarasota, Florida 34231 (941) 921-5595 FAX (941) 921-3950

December 13, 1999

Corporate Records Bureau Attn: New Filings 409 E Gaines Street Tallahassee, Florida 32301	500003069455: -12/14/9901069004 ******70.00 ******70.0
1-850-487-6052	Manager (Q a QQ
Re:STAR	MINI-MART, INC
Ladies:	
Enclosed please find original and one ex Incorporation for the above corporation filing the same and advising us when the	on. We would appreciate you
Also enclosed is our check in the am	nount of \$70.00 to cover the
Filing Fee Registered Agent Designation	\$35.00 ALL EC I FILE SSEN
Thank you in advance for your cooperation	n in this matter.
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Kurt F Lewis	e on e
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Enclosures	The state of the s
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ARTICLES OF INCORPORATION

OF

STAR MINI-MART, INC.

CLUME (AN) UP STATE TALLAHASSEE, FLORIDA

ARTICLE I

Name. The name of this corporation is STAR MINI-MART, INC.

ARTICLE II

<u>Duration</u>. The corporation shall be perpetual.

ARTICLE III

<u>Purpose</u>. This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV

Capital Stock. This corporation is authorized to issue 1,000 shares of common stock at \$1.00 par value, which shall be designated "Common Shares".

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE V

Preemptive Rights. Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

Initial Principal Office. The street address of the initial principal office of this corporation is 6624 Gateway Avenue, Sarasota, Florida 34231.

ARTICLE VII

Board of Directors. This corporation shall have no Directors or Officers initially. The affairs of the corporation will be managed by the shareholders until such time as Directors are designated as provided by the Bylaws.

ARTICLE VIII

Incorporator. The name and address of the person signing these articles is:

KURT F LEWIS, 6624 Gateway Avenue, Sarasota, Florida 34231

ARTICLE IX

Bylaws. The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the Shareholders.

ARTICLE X

Registered Office and Registered Agent. The Registered Office of the corporation shall be at 6624 Gateway Avenue, Sarasota, Florida 34231, and the Registered Agent at such address shall be KURT F LEWIS.

ARTICLE XI

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

ARTICLE XII

Amendment. This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this December 13, 1999.

KURT F LEWIS, Subscriber

STATE OF FLORIDA County of Sarasota

The foregoing instrument was acknowledged before me this December 13, 1999, by Kurt F Lewis who is personally known to me.

Notary Public

MARTHA L. TAYLOR

MARTHA L TAYLOR

Notary Public State of Florida Commission # CC692789

My Commission Expires: 11/28/01

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ACKNOWLEDGMENT BY REGISTERED AGENT

TALLAHASSEE, FLORIDA

HAVING BEEN named to accept service of process for the above stated corporation at place designated in these Articles, I hereby accept to act in this capacity and agree to comply with the provisions of Chapter 48.091 Florida Statutes, relative to keeping open the office of this corporation.

KURT LEWIS, Registered Agent