

STATE OF ALABAMA

I, Jim Bennett, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that

pursuant to the provisions of Section 10-2B-4.02, Code of Alabama 1975, and upon an examination of the corporation records on file in this office, the following corporate name is reserved as available:


SANOIL, Inc.

This domestic corporation name is proposed to be incorporated in Talladega County and is for the exclusive use of Dale Price, PO Box 965, Sylacauga, AL 35150 for a period of one hundred twenty days beginning July 21, 2000 and expiring November 19, 2000.



In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

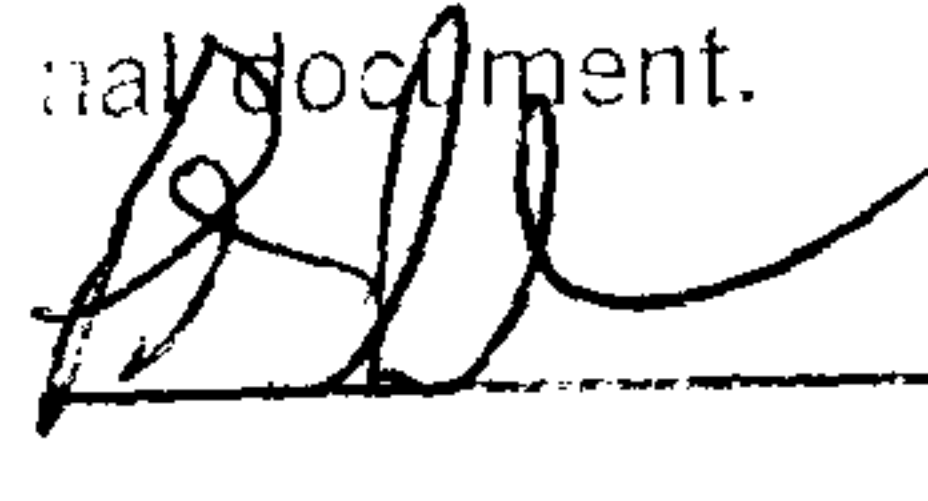
July 21, 2000
Date



Jim Bennett

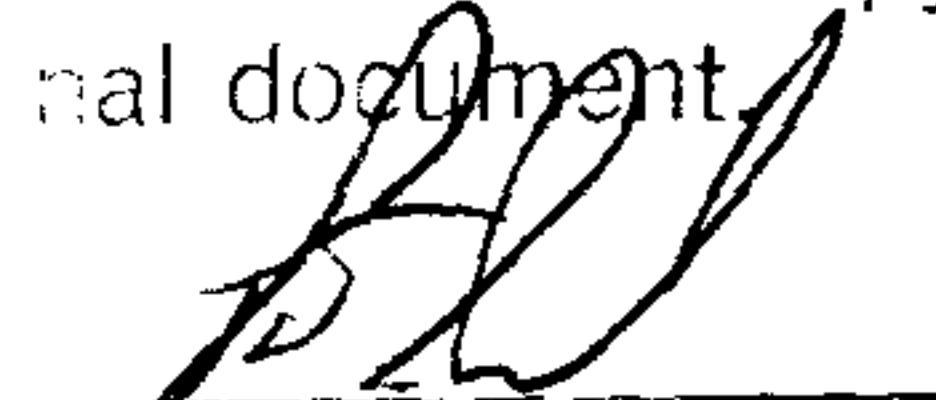
Secretary of State

I certify this to be a true copy and accurate copy of the original document.

 Date 1/15/27

Recorded In CORP BK 37 Pg 73, 07/26/2000 03:16PM
Deft. Hitt, Probate Judge Talladega County, AL

I certify this to be a true copy
and accurate copy of the original document.

 Date 1/15/03

**ARTICLES OF INCORPORATION
OF
SANOIL, Inc.**

To the Honorable Dell Hill, Judge of Probate of Talladega County, Alabama:

The undersigned, for the purpose of forming a corporation under the Alabama Business Corporation Act, hereby adopt the following articles of incorporation:

ARTICLE ONE

NAME

The name of the corporation is SANOIL, Inc.

ARTICLE TWO

DURATION

The term of existence of the corporation is perpetual.

ARTICLE THREE

PURPOSE

The purposes for which the corporation is organized are 1) to engage in any and all activities reasonable and necessary in order to operate an oil company, gasoline pumps, and convenience stores, and 2) to engage in any lawful business or activities related to the stated purposes; and to engage in any lawful act or activity for which corporations may be organized under the Alabama Business Corporation Act.

ARTICLE FOUR

REGISTERED OFFICE

The street address of the initial registered office of the corporation is 128 Branch Drive, Chelsea, AL 35044. The initial registered agent at that address is Charles P. Sanford.

ARTICLE FIVE

CAPITAL STOCK

The total number of shares that the corporation has authority to issue is 100 shares, all of which shall be common shares with par value of One Dollars (\$1.00) per share.

Recorded in CORP BK 37 PG 74, 07/26/2000 03:16PM
Dell Hill, Probate Judge, Talladega County, AL

ARTICLE SIX

DENIAL OF PREEMPTIVE RIGHTS

No holder of shares of any class of capital stock of this corporation shall, as a shareholder, have preemptive rights in, or to purchase or subscribe to any shares of stock of this corporation. Nor shall any shareholder of this corporation have preemptive rights in, or to purchase or subscribe to, any bonds, debentures, or other securities or obligations that are convertible into or exchangeable with any shares of stock of this corporation. Provided, however, that any shareholder may have rights of conversion or exchange and rights under options, warrants, or purchase or subscription arrangements expressly granted by the board of directors or shareholders an other terms and conditions fixed or designated by the Board of Directors or the shareholders.

ARTICLE SEVEN

DIRECTORS

The number of directors constituting the initial board of Directors shall be the same number as the number of persons listed in this Article Seven. The names and addresses of the persons constituting the initial board of directors and who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualify, are as follows:

Name	Address
<u>Charles P. Sanford</u>	<u>128 Branch Drive, Chelsea, AL 35043</u>
<u>Rhonda W. Sanford</u>	<u>128 Branch Drive, Chelsea, AL 35043</u>

ARTICLE EIGHT


INCORPORATORS

The names and addresses of the incorporators are:

<u>Charles P. Sanford</u>	<u>128 Branch Drive, Chelsea, AL 35043</u>
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WE, THE UNDERSIGNED, have subscribed our names this 26th day of

July, 2000.


Charles P. Sanford, Incorporator

This Instrument was prepared by S. Dale Price, Attorney at Law whose address is P.O. Box 965, Sylacauga, AL 35150.

Sec. State Fee	0.00
DJ Fee	52.00
Name Res. Fee	0.00
Clocking Fee	0.00
SPJ Fee	5.00
TOTAL	57.00

Recorded In CORP BK 37 PG 75, 07/26/2000 03:16PM
Deil Hill, Probate Judge, Talladega County, AL