

Filing Fee: \$150.00

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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

BUSINESS CORPORATION

ARTICLES OF INCORPORATION (To Be Filed in Duplicate Original)

The undersigned acting as incorporator(s) of a corporation under Chapter 7-1.1 of the General Laws, 1956, as amended, adopts the following Articles of Incorporation for such corporation:

1. The name of the corporation is Richmond Mobil, Inc.

(This is a close corporation pursuant to § 7-1.1-51 of the General Laws, 1956, as amended.) (Strike if inapplicable.)

2. The period of its duration is (if perpetual, so state) perpetual

3. The specific purpose or purposes for which the corporation is organized are:

to buy, own, operate and manage gasoline stations, and convenience stores, including
without limitation, the retail sale of petroleum products such as gasoline, oil and
diesel, groceries and sundries, and automotive repairs, parts, and accessories; and

further, generally to operate the business of a gasoline service station and to engage
in any endeavors related directly or indirectly thereto; and further to transact any
other lawful activity or business in which corporations may engage under Rhode Island law.

4. The aggregate number of shares which the corporation shall have authority to issue is:

(a) if only one class: Total number of shares 600 (if the authorized shares are to consist of one class only state the par value of such shares or a statement that all of such shares are to be without par value.);

all of such shares are to be without par value

(b) if more than one class: Total number of shares N/A or (State (A) the number of shares of each class that are to have a par value and the par value of each share of each such class; and/or (B) the number of such shares that are to be without par value, and (C) a statement of all or any of the designations and the powers, preferences and rights, including voting rights, and the qualifications, limitations or restrictions thereof, which are permitted by the provisions of Chapter 7-1.1 of the General Laws, 1956, as amended, in respect of any class or classes of stock of the corporation and the fixing of which by the actions of association is desired, and an express grant of such authority as it may then be desired to grant to the board of directors to fix by vote or votes any thereof that may be desired and which shall not be fixed by the articles.);

none

5. Provisions, if any, dealing with the preemptive right of shareholders pursuant to § 7-1.1-24 of the General Laws, 1956 as amended:

none

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6. Provisions, if any, for the regulation of the internal affairs of the corporation:

none

7. The address of the initial registered office of the corporation is 390 Newport Avenue

(Street Address, not P.O. Box)

Pawtucket

RI

02861

and the name of its initial registered agent

(City/Town)

(Zip Code)

at such address is Robert J. Ameen

(Name of Agent)

8. The number of directors constituting the initial board of directors of the corporation is none and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are: (If this is a close corporation pursuant to Section 7-1.1-51 of the General Laws, 1956, as amended, and there shall be no board of directors, state the titles of the initial officers of the corporation and the names and addresses of the persons who are to serve as officers until the first annual meeting of shareholders or until their successors be elected and qualify.)

<u>Title</u>	<u>Name</u>	<u>Address</u>
<u>President</u>	<u>Assad Nasr</u>	<u>69 Peartree Drive, Westwood MA</u>
<u>Treasurer</u>	<u>Assad Nasr</u>	<u>69 Peartree Drive, Westwood MA</u>
<u>Secretary</u>	<u>Assad Nasr</u>	<u>69 Peartree Drive, Westwood MA</u>

9. The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
<u>Assad Nasr</u>	<u>69 Peartree Drive, Westwood, MA</u>

10. Date when corporate existence is to begin upon filing

(not prior to, nor more than 30 days after, the filing of these articles of incorporation)

Date: October 26, 2001

Assad Nasr

Signature of each Incorporator

STATE OF RHODE ISLAND

COUNTY OF PROVIDENCE

In Pawtucket, on this 26th day of October, 2001, personally appeared before me Assad Nasr

each and all known to me and known by me to be the parties executing the foregoing instrument, and they severally acknowledged said instrument by them subscribed to be their free act and deed.

Robert J. Ameen
Notary Public Robert J. Ameen

My Commission Expires: 1-4-02