

B AND B OIL CO., INC.

7306903

August 28th, 1973

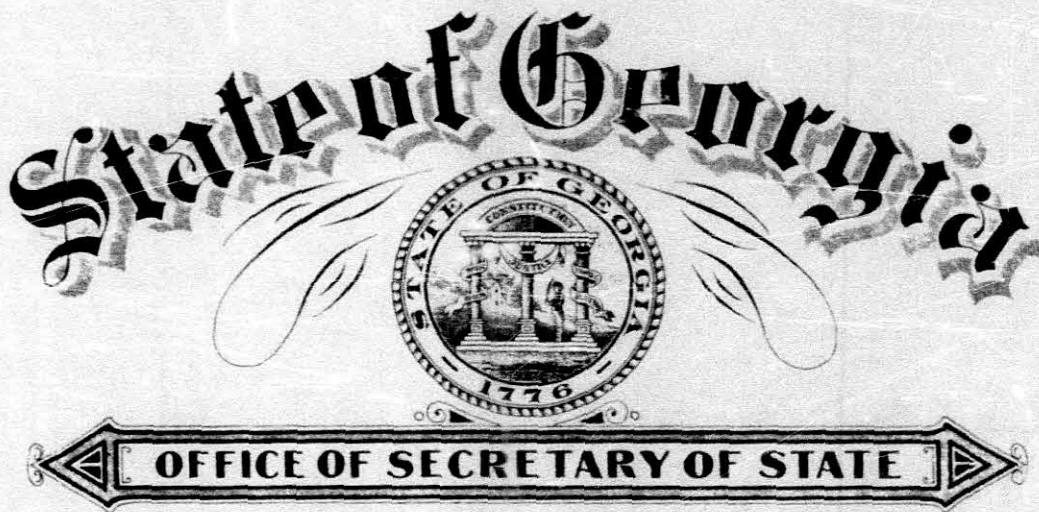
Clayton County

Milton D. Wallace, Barry J. Hall

7/87
MSH

Max. 100,000 Shares of com @ \$1.00 Each. Paid in \$500.00

DUPLICATE




I, Ben M. Fortson, Jr., Secretary of State of the State of Georgia, do hereby certify that

"B AND B OIL CO., INC."

was on the **28th** day of **August**, **1973**,
duly incorporated under the laws of the State of Georgia by the Superior Court of
Clayton County for a period of **Perpetual** years
from said date, in accordance with the certified copy hereto attached, and that the original
articles of incorporation of said corporation has been duly filed in the office of the
Secretary of State and the fees therefor paid, provided by law.

IN TESTIMONY WHEREOF, I have hereunto set my hand
and affixed the seal of office, at the Capitol, in the City of
Atlanta, this **29th** day of **August** in the year
of our Lord One Thousand Nine Hundred and Seventy
Three and of the Independence of the United States
of America the One Hundred and **Ninety-Eighth**.


SECRETARY OF STATE, EX-OFFICIO CORPORATION
COMMISSIONER OF THE STATE OF GEORGIA.

ARTICLES OF INCORPORATION
OF
B and B Oil Co., INC.

1.

The name of the Corporation is B and B Oil Co., INC.

2.

The Corporation shall have perpetual duration.

3.

The Corporation is organized for the following purposes:
To engage in the sale, purchase, storage and distribution of petroleum products, tires, batteries, automotive accessories and to engage in the purchase and sale of personal property; to own, lease develop and operate service stations and other real estate; to build service stations and other buildings, and to engage in other business pursuits, related or unrelated, which are not contrary to the Georgia Business Corporation Code or other applicable law.

4.

The authorized capital stock of the corporation shall be 100,000 shares of common stock having a par value of \$1.00 per share.

5.

The amount of capital with which the corporation will begin business is not less than five hundred dollars (\$500.00).

6.

The address of the initial registered office of the corporation shall be 4210 Jonesboro Road, Forest Park, Georgia and the initial registered agent of the corporation shall be Milton D. Wallace.

7.

The number of directors shall be four (4) and the name and street address of each member of the first Board of Directors

is:

Milton D. Wallace, 2712 Spicer Lane, Decatur, Georgia

Louise M. Wallace, 2712 Spicer Lane, Decatur, Georgia

Barry J. Hall, 2363 Powers Ferry Drive, SE, Marietta, Georgia

Barbara A. Hall, 2361 Powers Ferry Drive, SE, Marietta, Georgia

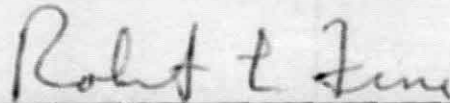
8.

The name and street address of the incorporators of the corporation are:

Milton D. Wallace, 2712 Spicer Lane, Decatur, Georgia.

Barry J. Hall, 2363 Powers Ferry Drive, Se., Marietta, Georgia.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on August 28, 1973.



Robert L. Fine, Attorney for the
Incorporators

FILED IN OFFICE
CLERK SUPERIOR COURT
CLAYTON COUNTY GA.

AUG 28 4 45 PM '73

REC'D IN BK
PAGE NO.
DATE
JOE B. MUNDY CLERK

IN THE SUPERIOR COURT OF CLAYTON COUNTY
STATE OF GEORGIA

The Petition of Milton D. Wallace and Barry J. Hall
shows the Court as follows:

1.

Petitioners desire the formation of a corporation under
the name B and B Oil Co., INC.

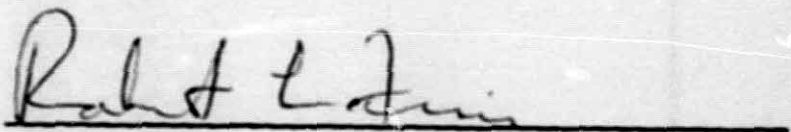
2.

The Articles of Incorporation of B and B Oil Co., INC.,
executed by the incorporators, are attached hereto.

3.

The Certificate of the Secretary of State that the name
B and B Oil Co., INC. is available is attached hereto.

WHEREFORE, your petitioner prays that B and B Oil Co.,
INC. be incorporated with all the rights, powers, privileges
and immunities as may be allowed now or hereafter to like
corporations of the State of Georgia as they now exist or may
hereafter exist.



Robert L. Fine
Attorney for Petitioners

BEN W. FORTSON, JR.
SECRETARY OF STATE

AUG 29 3 07 PM '73

RECEIVED

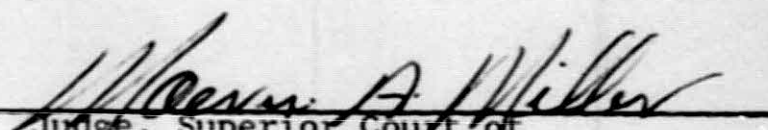
ORDER

The Foregoing petition having been read and considered and it appearing from the certificate of the Secretary of State ^{atta} attached hereto that the name of the proposed corporation is not the mane of any other existing corporation registered on the records of the Secretary of State; and

It appearing that the petition is legitmately within the purview and intention of the laws of the State of Georgia:

IT IS ORDERED that the petition be and the same is hereby granted and B and B Oil Co., INC. is hereby incorporated under the laws of the State of Georgia, with all the rights, powers, privileges and immunities as are provided and allowed for similar corporations under the laws of this State as they now exist or may hereafter exist.

This 28th day of August, 1973.



Judge, Superior Court of
Clayton County, Georgia

NEWSPAPER ADVERTISEMENT

On application of Milton D. Wallace and Barry J. Hall, Articles of Incorporation have been granted to B and B Oil Co., INC. by the Honorable _____, Judge of the Superior Court of Clayton County, in accordance with the applicable provisions of the Georgia Business Corporation Code. The registered office of the corporation is located at 4210 Jonesboro Road, Forest Park, Georgia (Clayton County), and its registered agent at such address is Milton D. Wallace. The purpose of the corporation is to conduct a Petroleum Products distribution business, deal in personal property, engage in the sale of tires, batteries and other accessories and to build, lease, and develop and otherwise deal in Service Stations and other real property and to do and to perform any and all other activities in connection with such petroleum, accessories and real estate business. The minimum capital with which the business shall commence is \$5000.00

State of Georgia



OFFICE OF SECRETARY OF STATE

I, Ben W. Fortson, Jr., Secretary of State of the State of Georgia, do hereby certify, that

based on a diligent search of the records on file in this office, I find that the name of the following proposed domestic corporation to wit

"B AND B OIL CO., INC."

is not identical with or confusingly similar to the name of any other existing domestic or domesticated or foreign corporation registered in the records on file in this office or to the name of any other proposed domestic or domesticated, or foreign corporation as shown by a certificate of the Secretary of State heretofore issued and presently effective.

This certificate is in full force and effective for a period of 4 calendar months from date of issuance. After such period of time, this certificate is void.



In TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of office, at the Capitol, in the City of Atlanta, this 28th day of August in the year of our Lord One Thousand Nine Hundred and Seventy Three and of the Independence of the United States of America the One Hundred and Ninety-Eighth.

Ben W. Fortson Jr.

Secretary of State, Ex-Officio Corporation
Commissioner of the State of Georgia

(Rev. 10-2-71)

Georgia, Clayton County

CLERK'S OFFICE, SUPERIOR COURT

I, Joe B. Mundy, Clerk of Superior Court do hereby certify that the foregoing and attached ^{John} 5
pages contain a true and correct copy of the Petition, Articles, order and seal of
Secretary of State of "B AND B OIL CO., INC." filed in the Clerk
of Superior Court Office August 28, 1973

as same is of file and of record in this office.

Witness my official signature and seal this 28 day of August, 19 73

Joe B. Mundy
Clerk of Court

Secretary of State

Business Services and Regulation

Suite 306, West Tower

2 Martin Luther King Jr. Dr.

Atlanta, Georgia 30334

TRANSACTION NUMBER : 89304301
CHARTER NUMBER : 7306903
DATE INCORPORATED : 08/28/73
EFFECTIVE DATE : 10/31/89
EXAMINER : SANDRA SNOW
TELEPHONE : 404-656-

REQUESTED BY:
JOHNSON O. ADAMS, JR.
P.O. BOX 1370
DECATUR GA 30031

CERTIFICATE OF MERGER

I, MAX CLELAND, Secretary of State and the Corporations Commissioner of the State of Georgia do hereby certify, under the seal of my office, that articles of merger have been duly filed on the effective date set forth above, merging

"B & B PETROLEUM CO., INC.", a Georgia corporation
merged into

"B AND B OIL CO., INC.", a Georgia corporation

and the fees therefor paid as provided by law, and that attached hereto is a true and correct copy of said articles of merger.

WITNESS, my hand and official seal, in the City of Atlanta and the State of Georgia on the date set forth below.

DATE: NOVEMBER 6, 1989
FORM A6 (JULY 1989)



Max Cleland

MAX CLELAND
SECRETARY OF STATE

H. Wayne Howell

H. WAYNE HOWELL
DEPUTY SECRETARY OF STATE

SECURITIES
656-2894

CEMETERIES
656-3079

CORPORATIONS
656-2817

CORPORATIONS HOT-LINE
404-656-2222

73 06903
r/28/73

Y007596

CERTIFICATE OF MERGER

- (1) B and B Oil Co., Inc. and B & B Petroleum Co., Inc., both incorporated in the State of Georgia are merging, and the surviving corporation will be B and B Oil Co., Inc.;
- (2) There will be no amendments to the Articles of Incorporation of B and B Oil Co., Inc.;
- (3) The executed plan of merger is on file at the principal place of business of B and B Oil Co., Inc. which is 2906 Martin Street, East Point, Georgia 30334; and
- (4) A copy of the plan of merger will be furnished by B and B Oil Co., Inc. on request and without cost to any shareholder of any corporation that is a party to the merger.

Milton D. Wallace 31 Oct 89
President of B and B Oil Co., Inc.
by PHA

SECRETARY OF STATE
OCT 31 12 57 PM '89

PLAN OF MERGER

(1) B and B Oil Co., Inc. and B & B Petroleum Co., Inc. plan to merge and the surviving corporation will be B and B Oil Co. Inc.;

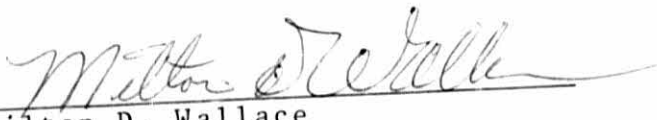
(2) The terms and conditions of the merger are as follows:

Each shareholder of B & B Petroleum Co., Inc., the disappearing corporation, shall acquire an equal number of shares of stock in the surviving corporation, B and B Oil Co., Inc. based upon a conversion ratio.

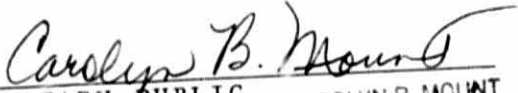
(3) The manner and basis of converting the shares of B & B Petroleum Co., Inc., the disappearing corporation, into shares of the surviving corporation, B and B Oil Co., Inc., shall be based upon an approximate book value for the stock conversion, i.e. the approximate ratio of stock will be 25 shares of stock of B & B Petroleum Co., Inc. shall be converted into 1 share of B and B Oil Co., Inc.

CERTIFICATE

I am the President of B and B Oil Co., Inc., and I verify that a request for publication of a notice of intent to file the certificate of merger and payment therefor have been made in accordance with O.C.G.A. 14-2-1105.1(b).


Milton D. Wallace
President of B and B Oil Co., Inc.

Subscribed and sworn to
before me this 31 day
of October, 1989.


NOTARY PUBLIC CAROLYN B. MOUNT
Notary Public, DeKalb County, Georgia
My Commission Expires August 5, 1990

Oct 31 12 37 PM '89

SECRETARY OF STATE

LAW OFFICES

JOHN O. ADAMS, JR.

JOHN O. ADAMS, JR.
GUNARA A. BRUNAVS
PALMER H. ANSLEY, JR.

1393 CHURCH STREET
P. O. BOX 1370
DECATUR, GEORGIA 30031
(404) 377-6461
FAX 377-6467

ROBERT L. FINE
OF COUNSEL

October 31, 1989

Secretary of State Business Services and Regulations
Suite 315
West Tower
2 Martin Luther King Dr. S.E.
Atlanta, GA 30334

Dear Gentlemen:

Enclosed please find a Certificate of Merger between B & B Petroleum Co., Inc. and B and B Oil Co., Inc., a Certificate of publication of notice of intent to file the certificate of merger to the Fulton County Daily Report in accordance with O.C.G.A. 14-2-1105.1(b), and a statement of approval of the shareholders of B & B Petroleum Co., Inc., for filing with your office.

Also a statement that no approval was needed by the shareholders of B and B Oil Co., Inc. to approve the merger is enclosed.

If you have any questions or there is a problem with the filing, please call me immediately.

Sincerely,


JOHN O. ADAMS, JR.

STATEMENT OF APPROVAL

The shareholders of B & B Petroleum Co., Inc. duly approved
the merger between B & B Petroleum Co., Inc. and B and B Oil Co. Inc.

SHAREHOLDER APPROVAL NOT REQUIRED

No Shareholder approval by B and B Oil Co., Inc. is required of the merger between B & B Petroleum Co., Inc. and B and B Oil Co., Inc.

SSDL SYSDATE 10/31/89

*** DOCKET ***

DOCKET#	CORPORATION NAME	TYPE	DISP
89304301	B & B PETROLEUM CO., INC.	MG	72
##	Inv/Rec Amount : \$ 20.00	Cntr-trans	I/R R

BILL-TO INFORMATION :

Name: PALMER H. ANSLEY, JR.

Addr: 1855 SYLVAN RD.

City: ATLANTA

State: GA

Zip: 30310

COMMENT:

COMMAND: ENTER (C)ontinue (S)top (I)nvoice/receipt processor

MESSAGE: WOULD YOU LIKE ADDITIONAL COMMENTS ON I/R ? (Y/N) N