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March 3, 1995

VIA FEDERAL EXPRESS

Florida Secretary of State
Corporations Division - Foreign Qualifications
409 East Gaines Street
Tallahassee, Florida 32301

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Re: Application by The Pantry, Inc., a Delaware Corporation to
Do Business in Florida

Gentlemen:

Enclosed please find an original and one copy of an Application
By Foreign Corporation For Authorization To Transact Business in
Florida to be filed on behalf of The Pantry, Inc. Also enclosed
is the necessary certificate of existence duly authenticated by
the Delaware Secretary of State and our check in the amount of
\$70.00 to cover the filing fee.

Please forward the return copy, along with any questions you may
have, to the undersigned in the enclosed Federal Express
envelope.

Thank you for your help in this matter.

Very truly yours,

MOORE & VAN ALLEN

Hannah J. Chase
Paralegal

Enclosure

5000-7 PM 1:54
MAR 03 1995
FEDERAL EXPRESS

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN
THE STATE OF FLORIDA:

1. The Pantry, Inc.
(Name of corporation must include the word "INCORPORATED," "COMPANY," "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware 3. #56-1574463
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 8/5/94 5. Perpetual
(Date of Incorporation) (Duration Year corp. will cease to exist or "perpetual")
6. The Corporation has not begun to do business in Florida.
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.153, F.S.))
7. 1801 Douglas Drive, P. O. Box 1410
Sanford, NC 27330
(Current mailing address)
8. Operate chain of convenience stores.
(Purpose(s) of corporation authorized in home state or county to be carried out in the State of Florida)
9. Name and street address of Florida registered agent:
Name: C.T. Corporation System
Office Address: 1200 S. Pine Island Road
Plantation, Florida 33324
(Zip Code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all 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.

By: Kevin D. Bellay

(Registered Agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

2025-7 PM 1:54

Chairman:

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

13. Michael K.
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application.)

(Typed or printed name and capacity of person signing capacity.)

ADDENDUM 1

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: W. Clay Hamner
Montrose Capital Corporation
2200 W. Main Street, Suite 900
Durham, NC 27705

Director: Wayne M. Rogers
11828 LaGrange Avenue
Los Angeles, California 90025

Director: David Charles Blivin
Montrose Capital Corporation
2200 W. Main Street, Suite 900
Durham, NC 27705

Director: Eugene B. Horne, Jr.
The Pantry, Inc.
1801 Douglas Drive
Post Office Box 1410
Sanford, NC 27330

Director: James Terry Sanford, Jr.
Montrose Capital Corporation
2200 W. Main Street, Suite 900
Durham, NC 27705

ADDENDUM 2

12. Names and addresses of officers and/or directors:

B. OFFICERS

Chairman and Chief Executive Officer: W. Clay Hammer
Montrose Capital Corporation
2200 W. Main Street, Suite 900
Durham, NC 27705

President, Chief Operating Officer: Eugene Barron Horne, Jr.
The Pantry, Inc.
1801 Douglas Drive
Post Office Box 1410
Sanford, NC 27330

Senior Vice President, Chief Financial Officer,
Secretary: Mark C. King
The Pantry, Inc.
1801 Douglas Drive
Post Office Box 1410
Sanford, NC 27330

Senior Vice President, Operations and
Human Resources: Terry Lee Lehman
The Pantry, Inc.
1801 Douglas Drive
Post Office Box 1410
Sanford, NC 27330

Vice President, Western Region: Samuel W. Winstead
The Pantry, Inc.
1801 Douglas Drive
Post Office Box 1410
Sanford, NC 27330

Vice President, Real Estate & Construction: John H. Hearne
The Pantry, Inc.
1801 Douglas Drive
Post Office Box 1410
Sanford, NC 27330

Assistant Secretary: Doris Bridges
The Pantry, Inc.
1801 Douglas Drive
Post Office Box 1410
Sanford, NC 27330

Senior Vice President, Petroleum Marketing: James Albert Rader
The Pantry, Inc.
1801 Douglas Drive
Post Office Box 1410
Sanford, NC 27330

Executive Vice President, Stores: Tommie D. Whiting
The Pantry, Inc.
1801 Douglas Drive
Post Office Box 1410
Sanford, NC 27330

Vice President, Marketing: Steven L. Johnson
The Pantry, Inc.
1801 Douglas Drive
Post Office Box 1410
Sanford, NC 27330

CONFIDENTIAL

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY "THE PANTRY, INC." IS DULY
INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN
GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE
RECORDS OF THIS OFFICE SHOW, AS OF THE FIRST DAY OF FEBRUARY,
A.D. 1995.

RECORDED
271154



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION

DATE

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02-01-95