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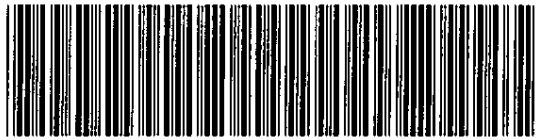
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

WRIGHT & CASEY, P.A.
ATTORNEYS AT LAW

340 North Causeway
New Smyrna Beach, Florida 32169

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THOMAS D. WRIGHT
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R. BROOKS CASEY
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January 28, 2009

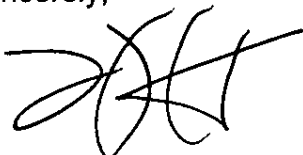
Florida Division of Corporations
Bureau of Corporate Records
Post Office Box 6327
Tallahassee, Florida 32314

Re: NSB BTC Corporation

Ladies & Gentlemen:

Please find enclosed Articles of Incorporation for the above corporation (in duplicate) for filing. My check payable to your division is enclosed in the sum of \$78.75 in payment of the filing fees. Please return a certified copy of the Articles to this office at the above mailing address.

Sincerely,



Thomas D. Wright

TDW/da
Enclosures

ARTICLES OF INCORPORATION
OF
NSB BTC CORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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The undersigned hereby files these Articles for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, privileges and immunities of a corporation for profit.

ARTICLE I - NAME

The name of this corporation shall be NSB BTC CORPORATION

ARTICLE II - DURATION

This corporation shall exist perpetually unless sooner terminated in accordance with law.

ARTICLE III - PURPOSE

Notwithstanding anything herein to the contrary, this corporation is a single-purpose corporation, the single purpose being the operation of one or more 7-Eleven stores in accordance with one or more Franchise Agreements.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock. The following restrictive legend must appear clearly and legibly on each stock certificate:

“No shares of this corporation may be issued, encumbered, assigned, held or transferred except with the prior written consent of 7-Eleven Inc., a Texas corporation, and no shares may be held by anyone other than the “Franchisee(s),” as defined in the Articles of Incorporation of this corporation. However, shares may be owned by the fiduciary of the estate of a deceased shareholder pending an approved transfer. These restrictions may not be amended, repealed or revoked except with the prior written consent of 7-Eleven Inc.”

**ARTICLE V - PRINCIPAL PLACE OF BUSINESS
INITIAL REGISTERED OFFICE AND AGENT**

The principal place of business and general office of this corporation will be 421 Quay Assisi, New Smyrna Beach, Volusia County, Florida, but it may maintain offices and transact business at such other places, either within or outside the State of Florida, as the Board of Directors may from time to time provide by resolution. The name of the initial registered agent of this corporation is THOMAS W. CADDEN, JR., whose street address is 421 Quay Assisi, New Smyrna Beach, Florida 32169.

ARTICLE VI - INITIAL DIRECTOR

This corporation shall have one director initially. The number of directors may be increased or diminished from time to time by the Bylaws but shall never be less than one. The name and address of the initial director is:

THOMAS W. CADDEN, JR.
421 Quay Assisi
New Smyrna Beach, Florida 32169

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles is:

THOMAS W. CADDEN, JR.
421 Quay Assisi
New Smyrna Beach, Florida 32169

ARTICLE VIII - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE IX - INDEMNIFICATION

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

ARTICLE X - AMENDMENT

These Articles of Incorporation may not be revised, amended or repealed except with the prior written consent of 7-Eleven, Inc., a Texas corporation.

ARTICLE XI - FRANCHISE

Notwithstanding anything herein to the contrary and unless otherwise required by state law, the sole shareholder(s) of this corporation shall be the "Franchisee(s)." For purposes of this document, "Franchisee(s)" shall mean and include (a) the original signatory(ies), as franchisee, to the 7-Eleven Store Franchise Agreement(s) ["Franchise Agreement(s)"] intended to be, or having been, assigned to this corporation; and (b) anyone added as a franchisee by amendment to the Franchise Agreement(s); however, "Franchisee(s)" shall exclude anyone who was an original signatory or who was later added as a franchisee but who has subsequently been deleted as a franchisee by amendment to the Franchise Agreement(s). Further, each "Franchisee," during the time such person is a "Franchisee," and only while a "Franchisee," must be a shareholder of this corporation.

IN WITNESS WHEREOF, the undersigned subscriber and incorporator has executed these Articles of Incorporation on this 28 day of January, 2009.

[Signature]
Witness

[Signature]
THOMAS W. CADDEN, JR.
Incorporator

[Signature]
Witness

STATE OF FLORIDA
COUNTY OF VOLUSIA

Before me, the undersigned authority duly authorized to take acknowledgments and administer oaths, personally appeared THOMAS W. CADDEN, JR., to me personally known to be the person described above and he acknowledged before me that he executed the foregoing for the purposes therein expressed not under oath.

Witness my hand and official seal in the County and State last aforesaid this 28 day of January, 2009.

[Signature]
Notary Public

My commission expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THIS STATE, NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED**

Pursuant to Section 48.091, Florida Statutes, the following is submitted in compliance with said Statute:

That NSB BTC CORPORATION, desiring to organize under the laws of the State of Florida with its principal place of business, as indicated in the Articles of Incorporation, in the City of New Smyrna Beach, County of Volusia, State of Florida, has named THOMAS W. CADDEN, JR., whose street address is 421 Quay Assisi, New Smyrna Beach, Florida 32169, as its agent to accept service of process within this State.

Having been named to accept service of process for the above-named corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Statute relative to keeping open of said office.

DATED this 28 day of January, 2009.

Accepted By: *Thomas W. Cadden Jr*
THOMAS W. CADDEN, JR.
Resident Agent

Accepted By: *Thomas W. Cadden Jr*
THOMAS W. CADDEN, JR.
Incorporator

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