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(Address)

(Address)

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TALLAHASSEE, FLORIDA

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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 598599 7320396

AUTHORIZATION : *Potricia Pigato*

COST LIMIT : \$ 70.00

FILED  
04 APR 30 PM 2:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : April 28, 2004

ORDER TIME : 12:28 PM

ORDER NO. : 598599-020

CUSTOMER NO: 7320396

CUSTOMER: Mr. Kim Kwiatkowski  
Circle K Stores Inc.  
1500 N Priest Drive

Tempe, AZ 85281

FOREIGN FILINGS

NAME: CIRCLE K ENTERPRISES, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward -- EXT# 2935

EXAMINER: \_\_\_\_\_

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION 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. CIRCLE K ENTERPRISES INC.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"  
"Inc.," "Co.," "Corp," "Inc," "Co," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware 3. 86-0947249  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 12/30/1998 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon qualification  
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")  
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 1500 N. Priest Drive, Tempe, AZ 85281  
(Principal office address)

P.O. Box 52085, Phoenix, AZ 85281  
(Current mailing address)

8. Trade name for Circle K - Retail Convenience Markets  
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. **Name and street address of Florida registered agent:** (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida 32301  
(City) (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.*

Corporation Service Company

Ann R. Shilling  
(Registered agent's signature)  
Ann R. Shilling, Asst. V.P.

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.

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

**A. DIRECTORS**

Chairman: See attached officers/directors rider

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

**B. OFFICERS**

President: See attached officers/directors rider

Address: \_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: \_\_\_\_\_

Address: \_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

**NOTE:** If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. \_\_\_\_\_

(Signature of Director or Officer listed in number 12 of the application)

14. Kim Kwiatkowski, Assistant Secretary

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

Circle K Enterprises, Inc.  
Delaware 12/30/98  
FIN# 86-0947249

OFFICE

* President and Secretary	Name
* Vice President	Brian Hannasch
Vice President	Charles Michael Parker
Vice President	Geoffrey C. Haxel
Vice President	Joy A. Powell
* Treasurer and Assistant Secretary	Robert G. Campau
Assistant Secretary	Paul F. Murphy
	Kim Kwiatkowski
* Directors	

Business Address: 1500 N Priest Drive, Tempe AZ 85281 Telephone: (602) 728-8000

1,000 Shares Authorized, 100 issued at \$.01 par (100% owned by Circle K Stores Inc.)

Qualified in: AL, AZ, AR, CA, DE, FL, GA, HI, IN, IA, LA, MI, MS,  
NV, NJ, NM, NC, OK, OR, PA, SC, TN, TX, VI, WA

# Delaware

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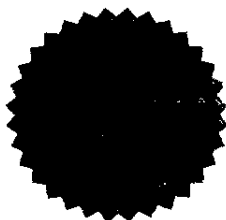
*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CIRCLE K ENTERPRISES 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 TWENTY-NINTH DAY OF APRIL, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CIRCLE K ENTERPRISES INC." WAS INCORPORATED ON THE THIRTIETH DAY OF DECEMBER, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3081023

2986046 8300

040311879

DATE: 04-29-04