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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

T. Surah MAY 14 2009

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: TMC FRANCHISE CORPORATION

(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Sylvain Aubry

(Name of Person)

Alimentation Couche-Tard Inc.

(Firm/Company)

1600 St-Martin Blvd East, Tower B, Suite 200

(Address)

Laval, Quebec, CANADA H7G 4S7

(City/State and Zip code)

For further information concerning this matter, please call:

Sylvain Aubry

(Name of Person)

at (450) 662-6632 ext. 4619

(Area Code & Daytime Telephone Number)

STREET/COURIER ADDRESS:

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- ☒ \$70.00 Filing Fee ☐ \$78.75 Filing Fee & Certificate of Status ☐ \$78.75 Filing Fee & Certified Copy ☐ \$87.50 Filing Fee, Certificate of Status & Certified Copy

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. TMC FRANCHISE CORPORATION

(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. Arizona 3. 86-0784962
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. February 7, 1995 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. MAY 28, 2009
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 1130 West Warner Road, Building B, Tempe, AZ 85284 USA
(Principal office address)

PO Box 52085, Phoenix, AZ 85072 USA
(Current mailing address)

8. Franchising
(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 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.

Michele Polsky
(Registered agent's signature)

Michele Polsky
Assistant VP

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.

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TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Chairman: Brian Hannasch

Address: 4080 West Jonathan Moore Pike
Columbus, IN 47201

Vice Chairman: _____

Address: _____

Director: Geoffrey C. Haxel

Address: 1130 West Warner Road, Building B
Tempe, AZ 85284

Director: Dan Abernathy

Address: 1130 West Warner Road, Building B
Tempe, AZ 85284

B. OFFICERS

President: Brian Hannasch

Address: 4080 West Jonathan Moore Pike
Columbus, IN 47201

Vice President: Rick Hamlin

Address: 1130 West Warner Road, Building B
Tempe, AZ 85284

Secretary: Dan Abernathy

Address: 1130 West Warner Road, Building B, Tempe, AZ 85284

Treasurer: Dan Abernathy

Address: 1130 West Warner Road, Building B, Tempe, AZ 85284

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. Sylvain Aubry, Assistant Secretary

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA

TMC FRANCHISE CORPORATION

SECTION 12.

OFFICERS (continued)

MITCH FILIERE

ASSISTANT SECRETARY
1130 WEST WARNER ROAD, BUILDING B
TEMPE, AZ 85284 USA

SYLVAIN AUBRY

ASSISTANT SECRETARY
1600 ST-MARTIN BLVD EAST, TOWER B, SUITE 200
LAVAL (QUEBEC) H7G 4S7 CANADA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF ARIZONA



Office of the CORPORATION COMMISSION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF GOOD STANDING

To all to whom these presents shall come, greeting:

I, Michael P. Kearns, Interim Executive Director of the Arizona Corporation Commission, do hereby certify that

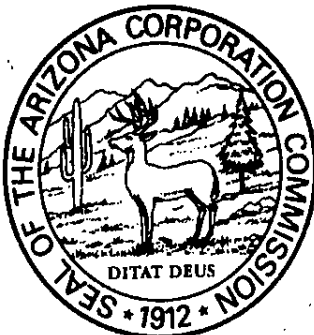
TMC FRANCHISE CORPORATION

a domestic corporation organized under the laws of the State of Arizona, did incorporate on February 7, 1995.

I further certify that according to the records of the Arizona Corporation Commission, as of the date set forth hereunder, the said corporation is not administratively dissolved for failure to comply with the provisions of the Arizona Business Corporation Act; and that its most recent Annual Report, subject to the provisions of A.R.S. sections 10-122, 10-123, 10-125 & 10-1622, has been delivered to the Arizona Corporation Commission for filing; and that the said corporation has not filed Articles of Dissolution as of the date of this certificate.

This certificate relates only to the legal existence of the above named entity as of the date issued. This certificate is not to be construed as an endorsement, recommendation, or notice of approval of the entity's condition or business activities and practices.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of the Arizona Corporation Commission. Done at Phoenix, the Capital, this 5th Day of May, 2009, A. D.




Interim Executive Director

By: 