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From: Account Name : SMITH HULSEY & BUSEY
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- 1. The effective date is June 28, 2001
- 2. If possible, please provide a confirmation of filing via facsimile transmission today

MERGER OR SHARE EXCHANGE

THE PANTRY, INC.

Certificate of Status	0
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Merger
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ARTICLES OF MERGER
Merger Sheet

MERGING:

LIL' CHAMP FOOD STORES, INC., a Florida corporation, 302305

into

THE PANTRY, INC., a Delaware entity F95000001088

File date: June 27, 2001 , effective June 28, 2001

Corporate Specialist: Darlene Connell

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EFFECTIVE DATE
06-28-01

THE PANTRY, INC.
LIL' CHAMP FOOD STORES, INC.

STATE OF FLORIDA
ARTICLES OF MERGER
FOREIGN AND DOMESTIC BUSINESS CORPORATION

Pursuant to Sections 607.1105 and 607.1107 of the Florida Statutes, the undersigned corporation does hereby submit the following Articles of Merger as the surviving corporation in a merger between a domestic business corporation and a foreign business corporation.

1. The name of the surviving corporation is The Pantry, Inc., a corporation organized under the laws of Delaware.
2. The name of the merging corporation is Lil' Champ Food Stores, Inc., a corporation organized under the laws of Florida.
3. Attached is a copy of the Plan of Merger.
4. These articles will be effective at 5:00 p.m. on June 28, 2001.
5. The Plan of Merger was adopted by the board of directors of the surviving corporation on June 25, 2001 and shareholder approval was not required.
6. The Plan of Merger was adopted by the board of directors of the merging corporation on June 25, 2001 and shareholder approval was not required.

The Pantry, Inc.

Lil' Champ Food Stores, Inc.

By: 

Peter J. Sodini
President and Chief Executive Officer

By: 

Peter J. Sodini
Chairman of the Board and CEO

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PLAN OF MERGER

1. Lil' Champ Food Stores, Inc., a Florida corporation, (the "Merging Corporation") is a wholly-owned subsidiary of The Pantry, Inc. a Delaware corporation (the "Surviving Corporation").
2. The Merging Corporation will merge into the Surviving Corporation.
3. After the merger, the Surviving Corporation will continue to have the name The Pantry, Inc.
4. The merger of the Merging Corporation into the Surviving Corporation will be effected pursuant to the terms and conditions of this Plan. Upon the merger becoming effective, the corporate existence of the Merging Corporation will cease, and the corporate existence of the Surviving Corporation will continue. The time when the merger becomes effective is referred to in this Plan as the "Effective Time."
5. At the Effective Time, the outstanding shares of the corporations participating in the merger will be converted and exchanged as follows:
 - (a) Surviving Corporation: The outstanding shares of the Surviving Corporation will not be converted, exchanged or altered in any manner as a result of the merger and will remain outstanding as shares of the Surviving Corporation.
 - (b) Merging Corporation: Each outstanding share of the Merging Corporation shall be canceled as a result of the merger.
6. If applicable, shareholders of the subsidiary corporation, who, except for the applicability of section 607.1104 of the Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1320 of the Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding the rights of dissenting shareholders, to be paid the fair value of their shares. The surviving corporation, as sole shareholder of the merging corporation, hereby waives mailing of the plan of merger.
7. The Certificate of Incorporation of the Surviving Corporation is not amended under this Plan.
8. After approval of this Plan by the Board of Directors of the Surviving Corporation, and at any time before the merger's Effective Time, the Board of Directors of the Surviving Corporation may, in their discretion, abandon the merger.
9. The Surviving Corporation shall succeed to all the Merging Corporation's right, title and interest in and to any and all condemnation or inverse condemnation proceeds, damages and settlement payments and to all the Merging Corporation's right to prosecute any and all condemnation or inverse condemnation actions, suits or proceedings pending at the Effective Time.