LAZARUS CORPORATE FILING SERVICE (Requestor's Name) 3320 S.W. 87 AVENUE (Address) 600004012856---04/17/01--01033--022 MIAMI, FLORIDA (305)552-5973 (City, State, Zip) TERESA ROMAN (TALLAHASSEE REPRESENTATIVE) OFFICE USE ONLY CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known): (Corporation Name) (Document #) (Corporation Name) Walk in Pick up time 200 Certified Copy Mail out Will wait Photocopy Certificate of Status NEW FILINGS AMENDMENTS **Profit** Amendment NonProfit Resignation of R.A., Officer/Director Limited Liability Change of Registered Agent Domestication Dissolution/Withdrawal Other Merger REGISTRATION/ OTHER FILNGS QUALIFICATION Annual Report **Foreign** Fictitious Name Limited Partnership Name Reservation Reinstatement Frademark Other Examiner's Initials

ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of incorporation.

ARTICLE I - NAME

The name of the corporation shall be:

CARRAL'S Convenience II Inc.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE II - PRINCIPAL OTTICE

The principal place of business and mailing of this corporation shall be:

340 Seville Ave. Coral Gables, FL 33134

ARTICLE III -SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

This corporation is authorized to issue, 100 Shares, non par value, all of one class

ARTICLES IV -INITIAL REGISTERED AGENT AND STREET AUDRESS

The name and address of the initial registered agent is:

Jose A. Riera 340 Seville Ave. Coral Gables, FL 33134

ARTICLE V - INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of incorporation is(are):

Antonio L. Carral 340 Seville Ave. Coral Gables, FL 33143

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this 16 day of April 2001.

Signature

ARTICLE VI- DIRECTOR(S)

The name(s) and street address(es) of the director(s) to these Articles of Incorporation is (are):

Antonio L. Carral (P) 340 Seville Ave. Coral Gables, FL 33143

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT /REGISTERED OFFICE

Having been named as Registered Agent and to accept service of process for the above stated corporation at place designated in this certificate, 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 related to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

Registered Agent