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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

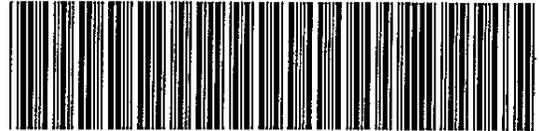
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Five Points Pantry, Inc.
(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

\$70.00 Filing Fee
 \$78.75 Filing Fee & Certificate of Status

\$78.75 Filing Fee & Certified Copy
 \$87.50 Filing Fee, Certified Copy & Certificate of Status

ADDITIONAL COPY REQUIRED

FROM: Albert Hilliard
Name (Printed or typed)

715 Pine Street
Address

Hamilton, OH 45011
City, State & Zip

(513) 895-5130
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

Articles of Incorporation

Of

Five Points Pantry, Inc.

03 MAR 31 PM 3:44
STATE OF FLORIDA
TALLAHASSEE

The undersigned, acting as an incorporator, for the purpose of forming a corporation in compliance with Chapter 607 and/or Chapter 621, F.S. (Profit), hereby adopt(s) the following Articles of Incorporation.

Article I Name

The name of the corporation shall be: **Five Points Pantry, Inc.**

Article II Principal Office

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

2010 S. 8th Street
Fernandina Beach, FL 32034

Article III Shares

The number of shares the corporation is authorized to issue: 1,000 shares

The shares will be : par value of \$1.00 per share.

The corporation will issue stock certificates.

Article IV
Initial Registered Agent

The name and address of the initial registered agent is:

Ms. Jean Huppmann
910 S. 8th Street, Suite 100A
Fernandina Beach, FL 32034

Article V
Incorporator

The name and street address of the incorporator to these Articles of Incorporation is:

Mr. Albert Hilliard
715 Pine Street
Hamilton, OH 45011

Article VI
Directors and Officers

Directors

The following person(s) will be the initial directors of the corporation:

Mr. Albert Hilliard
715 Pine Street
Hamilton, OH 45011

Mr. John Hilliard
395 Beverly St.
St. Marys, GA 31558

The directors will not be personally liable to the corporation or its shareholders for obligations arising out of the performance of the directors' duties.

Officers

The following persons will be elected to fill the respective offices:

President: Mr. Albert Hilliard
715 Pine Street
Hamilton, OH 45011
(513) 895-5130

Vice President: Mr. John Hilliard
395 Beverly St.
St. Marys, GA 31558
(912) 576-7535

The corporation will defend the directors and officers against lawsuits.

Business transactions between the corporation and its officers and directors will be allowed.

Instruments which relate to an interest in real estate must be signed by the following:

President

**Article VIII
Business Activities**

This corporation will begin on April 1, 2003 for the purpose of operating as a convenience store.

The fiscal year of the corporation will end each year on December 31.

**Article IX
Meetings and Events**

Shareholders meetings will be held at the principal place of business unless otherwise specified in a notice to the shareholders.

Date of first annual shareholders meeting: June 1, 2003

Time: 2:00 p.m.

Location: Principal Place of Business in Fernandina Beach, FL

FILE
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SECRETARY
TALLAHASSEE FLORIDA

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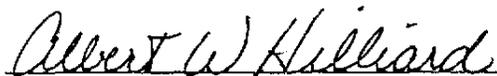
Having been named as registered agent to accept service of process for the above states corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Signature/Registered Agent

3-11-03

Date



Signature/Incorporator

3-19-03

Date