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Division of Corporations

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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**M & M RETAIL SERVICES, INC.**

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**ARTICLES OF INCORPORATION  
OF  
M & M RETAIL SERVICES, INC.**

The undersigned incorporator, for the purposes of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I  
NAME**

The name of the corporation is M & M Retail Services, Inc.

**ARTICLE II  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the corporation is: 7664 NW 168 St., Miami, FL 33015.

**ARTICLE III  
CAPITAL STOCK**

The number of shares of stock that the corporation is authorized to issue is One Thousand (1,000) shares, \$.01 par value per share, of common stock. Each issued and outstanding share of common stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

**ARTICLE IV  
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the corporation's initial registered office is: 7664 NW 168 St., Miami, FL 33015. Omar Martinez shall serve as the initial registered agent at that office.

**ARTICLE V  
INCORPORATOR**

The name and street address of the incorporator of the corporation is: Omar Martinez, 7664 NW 168 St., Miami, FL 33015.

Prepared by:  
Jeffrey S. Bailey, Esq.  
Bailey Wolfe PLLC  
PO BOX 14-0848  
Coral Gables, Florida 33114-0848  
Florida Bar No. 44873

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**ARTICLE VI**  
**INITIAL DIRECTOR**

The initial director of the corporation shall be Omar Martinez.

**ARTICLE VII**  
**SPECIAL PROVISIONS**

A. Notwithstanding anything herein to the contrary and unless otherwise required by state law, the sole shareholder(s) of this corporation shall be the "Franchisee(s)." For purposes of this document, "Franchisee(s)" shall mean and include (a) the original signatory(ies), as franchisee, to the 7-Eleven Store Franchise Agreement(s) ["Franchise Agreement(s)"] intended to be, or having been, assigned to this corporation; and (b) anyone added as a franchisee by amendment to the Franchise Agreement(s); however, "Franchisee(s)" shall exclude anyone who was an original signatory or who was later added as a franchisee but who has subsequently been deleted as a franchisee by amendment to the Franchise Agreement(s). Further, each "Franchisee," during the time such person is a "Franchisee," and only while a "Franchisee," must be a shareholder of this corporation.

B. Notwithstanding anything herein to the contrary, this corporation is a single-purpose corporation, the single purpose being the operation of one or more 7-Eleven stores in accordance with one or more Franchise Agreements.

C. The following restrictive legend must appear clearly and legibly on each stock certificate:

"No shares of this corporation may be issued, encumbered, assigned, held or transferred except with the prior written consent of 7-Eleven Inc., a Texas corporation, and no shares may be held by anyone other than the "Franchisee(s)," as defined in the Articles of Incorporation of this corporation. However, shares may be owned by the fiduciary of the estate of a deceased shareholder pending an approved transfer. These restrictions may not be amended, repealed or revoked except with the prior written consent of 7-Eleven Inc."

D. These Articles of Incorporation may not be revised, amended or repealed except with the prior written consent of 7-Eleven, Inc., a Texas corporation.

E. Preemptive rights and cumulative voting are prohibited.

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**ARTICLE VII**  
**INDEMNIFICATION**

The corporation shall indemnify any present or former officer or director, or person exercising the powers and duties of an officer or director, to the full extent now or hereafter permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 27<sup>th</sup> day of August, 2007.

  
Omar Martinez, Incorporator

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in the articles, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
Omar Martinez,

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