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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4-18-09
26

**Kenneth A. Gates
5272 Orange Blossom Lane
North Saint Petersburg, FL. 33714**

April 4, 2009

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

RE: Articles of Incorporation Please Expedite

Dear Sir or Madam:

Please file the enclosed Articles of Incorporation for TCTLNS Inc. Enclosed is a check for \$78.75 to cover the Filing and expedite fees. Please send the Certified Copy of the Articles of Incorporation to:

RANDY STAPLES
The Staples Law Firm
1560 E. Southlake Boulevard, Suite 230
Southlake, Texas 76092

Call Randy Staples at (972) 679-2244 if you have any questions or if there is a problem. Thank you for your assistance.

Sincerely,

Kenneth A. Gates

ARTICLES OF INCORPORATION

OF

TCTLNS INC.

The undersigned natural person of the age of eighteen (18) years or more, acting as incorporator of a corporation (herein "Corporation") in compliance with the laws of the state Florida, hereby adopts the following Articles of Incorporation for such Corporation.

ARTICLE ONE

The name of the Corporation is TCTLNS Inc.

ARTICLE TWO

The period of its duration is perpetual.

ARTICLE THREE

Notwithstanding anything herein to the contrary, this corporation is

single-purpose corporation, the single purpose being the operation of one or more

7-Eleven stores in accordance with one or more Franchise Agreements.

ARTICLE FOUR

The aggregate number of shares which the Corporation shall have the authority to issue is 1,000,000 shares of common stock, each having \$1.00 par value per share.

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TALLAHASSEE, FLORIDA

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ARTICLE FIVE

The Corporation will not commence business until it has received for the issuance of its shares consideration of the value of at least One Thousand Dollars (\$1,000.00), consisting of money, labor done, or property actually received.

ARTICLE SIX

The initial registered agent is an individual resident of the State of Florida whose name is set forth below:

Kenneth A. Gates

The business address of the registered agent and the registered office address is:

5272 Orange Blossom Lane
North Saint Petersburg, FL. 33714

The principal place of business and the mailing address of the corporation is:

5272 Orange Blossom Lane
North Saint Petersburg, FL. 33714

ARTICLE SEVEN

Section 1. Initial Directors. The initial Board of Directors shall consist of one (1) member and the name and address of the person who is to serve as Director until the first annual meeting of the shareholders or until their successors are elected and qualified is:

Kenneth A. Gates
5272 Orange Blossom Lane
North Saint Petersburg, FL. 33714

Section 2. Number and Qualification. The number and qualifications of directors constituting the Board of Directors of the Corporation will be fixed or determined in the manner provided in the Bylaws of the Corporation. The number of directors may be increased or decreased from time to time in the manner set forth in the Bylaws of the Corporation.

ARTICLE EIGHT

Provisions for the regulation of the internal affairs of the Corporation will include the following, but such enumeration is not in limitation of the power of the shareholders or the Board of Directors to formulate in the Bylaws, by resolution, or any other proper manner any other lawful provision not inconsistent with law or these articles:

Section 1. Voting. Each outstanding share, regardless of class, will be entitled to one vote on each matter submitted to a vote of shareholders. At each election of directors every shareholder entitled to vote at such election will be entitled to vote, in person or by proxy, the number of shares owned by him for each director for whose election he has a right to vote. Cumulative voting is prohibited.

Section 2. Bylaws. The Board of Directors will adopt the initial Bylaws, and from time to time may alter, amend or repeal the Bylaws or adopt new Bylaws; but the shareholders from time to time may alter, amend or repeal any Bylaws adopted by the Board of Directors or may adopt new Bylaws.

Section 3. Denial of Preemptive Rights. Preemptive rights are prohibited.

Section 4. Limitation of Liability. A director of the Corporation shall not be liable to the Corporation or the shareholders for monetary damages for an act or omission in the director's capacity as a director to the fullest extent allowable under Florida law, except that this section shall not eliminate or limit the liability of a director for: (i) a breach of a director's duty of loyalty to the Corporation or its shareholders; (ii) an act or omission not in good faith or that involves intentional misconduct or a knowing violation of the law; (iii) a transaction from which a director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office; (iv) an act or omission for which the liability of a director is expressly provided for by statute; or (v) an act related to an unlawful stock repurchase or payment of a dividend.

Section 5. Revision, Amendment or Repeal. These Articles of Incorporation may not be revised, amended or repealed except with the prior written consent of 7-Eleven, Inc., a Texas corporation.

ARTICLE NINE

Notwithstanding anything herein to the contrary and unless otherwise required by federal or 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.

ARTICLE TEN

The name and address of the incorporator is:

Kenneth A. Gates
5272 Orange Blossom Lane
North Saint Petersburg, FL. 33714

Having been named as registered agent to accept service of process for the above stated 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.

Executed on April 6, 2009.


Kenneth A. Gates, Registered Agent


Kenneth A. Gates, Incorporator