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Florida Department of State
Division of Corporations
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COR AMND/RESTATE/CORRECT OR O/D RESIGN
Y.L.L. INC.

Certificate of Status	0
Certified Copy	1
Page Count	04
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*Amended And
Restated Art*

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March 25, 2011

FLORIDA DEPARTMENT OF STATE
Division of Corporations

Y.L.L. INC.
2520 NORTHBROOKE DRIVE
NAPLES, FL 34119US

SUBJECT: Y.L.L. INC.
REF: P09000048562

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The current name of the entity is as referenced above. Please correct your document accordingly.

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

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Tina Roberts
Regulatory Specialist II

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TALLAHASSEE, FLORIDA

P.O BOX 6327 - Tallahassee, Florida 32314

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
Y.L.L. INC**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Sole Director in accordance with Chapter 607 of the Florida Statutes, the Florida Business Corporation Act files the following Articles of Incorporation to form a corporation.

ARTICLE I
NAME

The name of the corporation ("Corporation") is "**Y.L.L. INC.**"

ARTICLE II
Principal Office and Mailing Address

The principal office and mailing address of the Corporation are:

2520 Northbrooke Drive
Naples, FL 34119

ARTICLE III
CAPITAL STOCK

The Corporation is authorized to issue a single class of stock consisting of up to 1,000,000 shares of par value (\$0.0001) common stock.

Notwithstanding anything herein to the contrary and unless otherwise required by state law, the shareholders of this corporation shall be the "Franchisees." For purposes of this document, "Franchisees" shall mean and include (a) the original signatories, as franchisees, to the 7-Eleven Store Franchise Agreement ("Franchise Agreement" intended to be, or having been, assigned to this corporation; and (b) anyone added as a franchisee by amendment to the Franchise Agreement; however, "Franchisee" 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. Further, each "Franchisee," during the time such person is a "Franchisee," and only while a "Franchisee," must be a shareholder of this corporation.

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),"

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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."

ARTICLE IV
CORPORATE PURPOSE

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.

ARTICLE V
DIRECTORS

The corporation shall have a single Director who must be a Franchisee of 7-Eleven. The corporation by and through its shareholders shall annually re-elect the Director at a meeting called for that purpose, for as long as that person is a Franchisee. The sole director, who is a Franchisee, and his mailing address are:

Mohamad S. ElKhayat
2520 Northbrooke Drive
Naples, Florida 34119

In the event the named sole director ceases to be a franchisee for any reason the shareholders shall elect a director who is a Franchisee.

ARTICLE VI
PROHIBITIONS

No shareholder of this Corporation shall be entitled to pre-emptive rights.

No shareholder of this Corporation shall be entitled to cumulative voting.

ARTICLE VII
REGISTERED OFFICE AND AGENT

The address of the initial registered office of the corporation is:

2520 Northbrooke Drive
Naples, Florida 34119

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The Registered Agent at that address is:

Mohamad S. ElKhayat

ARTICLE VIII
AMENDMENT

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 IX
APPROVAL OF AMENDED AND RESTATED ARTICLES OF INCORPORATION

These Amended and Restated Articles of Incorporation have been (i) reviewed and approved by duly authorized persons representing 7-Eleven, Inc. and (ii) unanimously approved by the sole director and the shareholders of the Corporation at a meeting called for such purpose. All persons eligible to vote under the bylaws voted for approval and directed the sole director to file these Amended and Restated Articles of Incorporation with the State of Florida.

IN WITNESS WHEREOF, the undersigned the soled Director has signed these Amended and Restated Articles of Incorporation at Naples, Florida on the 24th day of March, 2011.

Samir ElKhayat
Mohamad S. ElKhayat, Sole Director

CERTIFICATE OF ACCEPTANCE OF
DESIGNATED REGISTERED AGENT AND REGISTERED OFFICE

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 all on the 24th day of March, 2011

Samir ElKhayat
Mohamad S. ElKhayat, Registered Agent

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**CERTIFICATE OF
ADOPTION OF AMENDED AND RESTATED ARTICLES**

These Amended and Restated Articles of Incorporation of the Corporation were adopted by the unanimous consent of Sole Director as permitted by Florida law and the Corporation's bylaws on March 29, 2011.

This amendment does not require shareholder approval.

The date of adoption of these Amended and Restated Articles of Incorporation is March 29, 2011.

IN WITNESS WHEREOF, the undersigned Secretary of the Corporation has executed these Amended and Restated Articles of Incorporation on the 29 day of March, 2011.

Y.L.L. Inc, a Florida Corporation

By: Mohamed Samir ElKhayat
Mohamad S. ElKhayat, Secretary

Amended and Restated
Articles of Incorporation of Y.L.L. INC
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