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2009 JUN 29 A 11:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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JUL -1 2009
D.A. WHITE

Enclosed you will find a check in the amount of \$96.25. This payment includes the following:

| | |
|-------------------------|---------|
| Filing Fee: | \$35 |
| Designation of RA | \$35 |
| Certified Copy-2 | \$17.50 |
| Certificate of Status-1 | \$8.75 |
| Total | \$96.25 |

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**ARTICLES OF INCORPORATION
OF
RPS ENTERPRISES CORP**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I-Name

The name of the corporation formed pursuant to these Articles of Incorporation is RPS Enterprises Corp.

ARTICLE II-Duration

The corporation shall exist perpetually, commencing on the date of filing of these Articles of Incorporation with the Secretary of State, State of Florida.

ARTICLE III-Purpose

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.

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 IV-Capital Stock

The corporation is authorized to issue 1,000 shares of \$1.00 par value common stock.

ARTICLE V-Registered Agent and Corporate Address

The street address of the registered agent of the corporation is as follows:

607A Spice Trader Way
Orlando, FL 32818

The name of the registered agent of the corporation is:

Zahid H. Sadiq

The street address of the corporate offices shall be:

4301 Alafaya Trail
Oviedo, FL 32765

ARTICLE VI-Board of Directors

The corporation shall have one (1) director initially. The number of directors may either be increased or diminished from time to time by the Bylaws but shall never be less than one (1).

The name and address of the initial director follows:

Zahid H Sadiq
607 A Spice Trader Way
Orlando, FL 32818

ARTICLE VII-Incorporator

The name and address of the person signing these Articles of Incorporation are:

Tania J Black
Jackson Hewitt Tax Service
2221 Lee Road Suite 15
Winter Park, FL 32789

ARTICLE VIII-Bylaws

The power to adopt, alter, amend or repeal the corporation's Bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX-No Pre-emptive Rights

No holders of shares of the corporation of any class now or hereafter authorized has any preferential or pre-emptive right to subscribe for, purchase or receive any shares of the corporation of any class now or hereafter authorized, or any options or warrants for such shares, which at any time may be issued, sold or offered for sale by the corporation.

ARTICLE X-Indemnification

The corporation shall indemnify any other officer or director or any former officer or director to the full extent permitted by law.

ARTICLE XI-No Cumulative Voting

Shareholders do not have the right to cumulate their votes for the voting of directors.

ARTICLE XII-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.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 23 day of June, 2009.

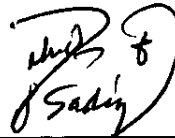

Tania J Black

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, *Florida Statutes*, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is RPS Enterprises Corp.
2. The name and address of the registered agent and office is Zahid H Sadiq, 607A Spice Trader Way, Orlando, Florida 32818.

DATED June 23, 2009.

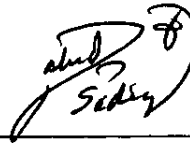


Zahid H Sadiq

ACCEPTANCE

Having been named as registered agent and to accept service of process for the above corporation at the 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 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.

DATED June 23, 2009



Zahid H Sadiq

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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