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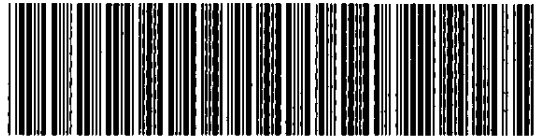
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SAM A. MACKIE, P. A.
Attorney & Counselor at Law

November 30, 2009

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Amended Articles of Incorporation
O'Calla-J Enterprises, Inc.

Dear Sir or Madam:

Enclosed please find the Amended Articles of Incorporation (original and one [1] copy) for the above-named Florida corporation, and our office check # 5931 in the amount of forty-three and 75/100 dollars (\$43.75), that figure of which represents the cost of the filing fee and one (1) certified copy thereof.

I would appreciate the certified copy of the Amended Articles of Incorporation being processed as soon as possible, and your returning it to me with all due speed thereafter.

In the intervening days, please feel free to telephone me if you have any questions.

Sincerely,

A handwritten signature in black ink that reads "Sam A. Mackie". The signature is stylized with a large, sweeping "S" and a trailing flourish.

Sam A. Mackie
Attorney at Law

enclosure

c: O'Calla-J Enterprises, Inc.
file

Amended Articles of Incorporation of O'Calla-J Enterprises, Inc.

Pursuant to the provisions of § 607.1006, Fla. Stat., this Florida for-profit corporation adopts the following Articles of Amendment to its Articles of Incorporation:

No amendment provides for the exchange, reclassification, or cancellation of issued shares:

The date of the adopted amendments is 29 October 2009:

The amendments were approved by the Shareholders. The number of votes cast for the amendments was sufficient for approval:

Amendments: the following articles are amended, added, or deleted:

I. The name of the Corporation is O'Calla-J Enterprises, Inc.

II. The principal office and mailing address of the Corporation in the State of Florida is located at 7405 Red Bug Lake Road, Oviedo, Florida, 32765 in Seminole County, Florida.

III. The location and address of the Corporation's registered office in this State is 7405 Red Bug Lake Road, Oviedo, Florida, 32765, in Seminole County, Florida. The registered agent at the registered office is Judy O'Callaghan.

IV. The nature of the business of the Corporation and its purposes and activities are, without limitation, those as established under § 607.0302, Fla Stat., passim, and any and all such other powers as may be necessary for the Corporation to conduct its daily and continuing business activities, and to do all such things as are necessary and incidental to the attainment of these referenced purposes and as they may change or evolve hereafter, and to allow the Corporation to exercise all of the powers conferred upon such entities by the laws of the State of Florida.

V. A. The total number of shares that this Corporation is authorized to issue is five hundred (500) shares of common stock, each share having the par value of one dollar (\$1).

B. No Shareholder shall have any cumulative voting, voting trust, or preemptive right(s) to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Shareholders or the Board of Directors (Board) may create such rights in the future, and as may be allowable under the below-noted Franchise Agreement.

C. The Shareholders or the Board may authorize the issuance of shares of any class of stock, or securities convertible into shares of stock of any class, whether now or hereafter authorized, for such consideration as they may deem advisable, subject to such restrictions or limitations, if any, that may be set forth in the Bylaws, and that may be allowable under the below-referenced Franchise Agreement.

D. The Shareholders or the Board may classify or reclassify any unissued stock from time to time, so long as such modifications do not inadvertently or adversely affect the Corporation's Internal Revenue Code status or the below-referenced Franchise Agreement.

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E. Notwithstanding anything herein to the contrary and unless otherwise required by state law, the sole shareholder of this Corporation shall be the "Franchisee." For purposes of this document, "Franchisee" shall mean and include, 1) the original signatory, as franchisee, to the 7-Eleven Store Franchise Agreement (Franchise Agreement) intended to be, or having been, assigned to the Corporation; and 2) 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 in the Corporation.

F. 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."

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

H. Both preemptive rights and cumulative voting must be/are prohibited.

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

VI. The Corporation was sufficiently and properly capitalized for its inception and daily business activities, and the records of which can be found in the Corporate office.

VII. A. The name and mailing address of the incorporator is: Judy O'Callaghan, 7405 Red Bug Lake Road, Oviedo, Florida, 32765, in Seminole County, Florida.

B. The Shareholders or the Board may elect or appoint a President (presently denominated as Judy O'Callaghan), one or more Vice Presidents (presently denominated as Judy O'Callaghan), a Secretary (presently denominated as Judy O'Callaghan), a Treasurer (presently denominated as Judy O'Callaghan), and such other officers as it may determine, and who shall have such duties and powers as hereinafter provided.

C. All Corporate activities shall be undertaken by the Board (but who may allocate or transfer such powers and activities to the Officers hereafter), who will be nominated and approved by the Shareholders at the annual meeting. The name and address of the present Director is: Judy O'Callaghan, 7405 Red Bug Lake Road, Oviedo, Florida, 32765, in Seminole County, Florida.

VIII. In furtherance and not in limitation of the powers conferred by statute, the Board shall be expressly authorized and empowered to act for the Corporation as the Corporate Bylaws may allow.

IX. All of the Corporate property and assets may be sold, leased, or exchanged upon such terms and conditions and for such consideration as the Directors shall deem appropriate.

X. A Corporate Director or Officer shall not be disqualified by his office from dealing or contracting with the Corporation, either as a vendor, purchaser, or otherwise; provided, however, that such transaction or contract is fully disclosed to and thereafter authorized, ratified, or approved by the Directors.

XI. No person shall be liable to the Corporation for any loss or damage suffered by it on account of any action taken or omitted to be taken by him, in good faith, as a Corporate Director or Officer of the Corporation, or as may be designated by the Bylaws.

XII. Any Corporate contract, transaction, or act which is approved or ratified by the Directors, or a majority of a quorum of the Shareholders entitled to vote at any meeting, shall be as valid and binding as though approved or ratified before the fact.

XIII. The Corporation may adopt Bylaws from time to time, and to provide, inter alia, for the fullest indemnification of Corporate Officers or Directors as may be permitted by the laws of the State of Florida. The Corporation may also purchase and maintain insurance on behalf of any person who is or was a Corporate Officer or Director.

XIV. Meetings of Shareholders, Officers, or Directors may be held outside the State of Florida.

XV. The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and in any manner now or hereafter prescribed by statute; provided, however, that these Articles of Incorporation may not be revised, amended, or repealed except with the prior written consent of 7-Eleven, Inc., a Texas corporation.

XVI. Whenever a vote of Shareholders, Officers, or Directors at a meeting thereof is required or permitted to be taken in connection with any Corporate action, the meeting and vote may be dispensed with if such number of Shareholders or Directors who, if voting, could have authorized such action consent at any time to such Corporate action being taken.

XVII. The regular (including annual) meetings of the Corporation and Shareholders shall be held on the first (1st) business day following the Corporation's annual incorporation date (Date), or as soon thereafter as a meeting may be properly scheduled by the Directors and Shareholders. Special meetings may be held as noted in the Bylaws.

XVIII. Any Shareholder entitled to vote at any meeting may authorize another person or persons to act for him by Proxy, and as otherwise allowed under the Franchise Agreement. The Proxy must be signed by the Shareholder or his

attorney-in-fact, and no Proxy shall be valid after the expiration of eleven (11) months from the date thereof, unless otherwise provided in the Proxy.

XIX. The Directors shall be elected at the Shareholders' Annual Meeting, and shall hold office until the next Annual Meeting.

XX. The Corporation shall at all times keep correct minutes, books, and records of account.

XXI. The Corporate seal shall be circular in form, and shall bear the name of the Corporation and the year of its organization.

XXII. The Corporation's fiscal year shall begin the first (1st) day of January of each calendar year.

XXIII. The Corporation may, at any time, and via appropriate Resolution, authorize that the Corporate Shareholders, Officers, or Directors have full authority to exercise all corporate powers contemplated in these Articles, or as otherwise may be provided by Florida law or statute.

XXIV. The Corporation may elect to be a Subchapter S Corporation, as provided in the Internal Revenue Code of 1986, as amended.


In witness whereof the undersigned, for the purpose of amending the Articles of Incorporation pursuant to the General Corporation Laws of the State of Florida, do execute this document on the date below.

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.

Registered Agent:

O'Calla-J Enterprises, Inc.


Name: Judy O'Callaghan, R.A.

By: 
Name: Judy O'Callaghan, Incorporator,
Director, President

Date: NOV 30 2009

Date: NOV 30 2009