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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EP 10/5/09

**ARTICLES OF INCORPORATION OF
BAKA 711 ENTERPRISES, INC.**

ARTICLE ONE - NAME AND PURPOSE

The name of this corporation shall be BAKA 711 ENTERPRISES, INC. and it is organized for the purpose as follows:

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 FRANCHISE AGREEMENTS.

ARTICLE TWO - SHARES OF STOCK

The corporation is authorized to issue 100 shares of common stock at one dollar par value, and this provision may be modified by bylaws, however par value shall never be less than \$.0001 per share. **Both preemptive rights and cumulative voting must be prohibited.** 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 Agreements) 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)," 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 These restrictions may not be amended, repealed or revoked except with the prior written consent of 7-Eleven Inc."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 THREE - PRINCIPAL OFFICE

The principal office of this corporation shall be 210 Highland Drive SE, Vero Beach, Florida 32962 which shall also be its mailing address.

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ARTICLE FOUR - REGISTERED AGENT

The registered agent for service of process on this corporation shall be PETER JORGENSEN, (attorney-at-law) and 1705 20th St., Vero Beach, Fl 3290 is his address for the 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

I AM FAMILIAR WITH THE LAWS AND OBLIGATIONS CONCERNING REGISTERED AGENTS FOR CORPORATIONS, I ACCEPT THIS CORPORATION'S DESIGNATION THEREAS, AND OBLIGATIONS OF THAT POSITION, AND, I AGREE TO ACT IN THIS CAPACITY.


Peter Jorgensen, REGISTERED AGENT

ARTICLE FIVE - INITIAL DIRECTORS AND OFFICERS

The initial directors of the corporation shall be the officers as set forth herein, and this may vary from time to time, but there shall never be less than one director:

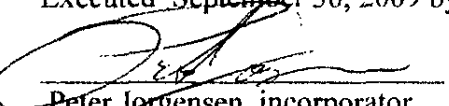
ROBERT J. GARRAMONE, Vice President, Secretary
2136 Harbor Lane
Vero Beach, Florida 32963

ANNA GARRAMONE, President, Treasurer
2136 Harbor Lane
Vero Beach, Florida 32963

ARTICLE SIX - INCORPORATOR

The incorporator signing these articles is Peter Jorgensen, attorney-at-law, 1705 20th St., Vero Beach, Florida 32960.

Executed September 30, 2009 by


Peter Jorgensen, incorporator
1705 20th St., Vero Beach, Florida 32960
Fla Bar # 262145 (772) 567-0336

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