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10 JAN -8 PM12:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EP 1/12/10

COVER LETTER

Department of State
New Filing Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: TD ENTERPRISE USA INC

(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☒ \$70.00 ☐ \$78.75
Filing Fee Filing Fee
 & Certificate of Status

☐ \$78.75 ☐ \$87.50
Filing Fee Filing Fee,
& Certified Copy Certified Copy
 & Certificate of
 Status

ADDITIONAL COPY REQUIRED

FROM: JIGAR PATEL

Name (Printed or typed)

19211 ALICE CIRCLE

Address

LUTZ, FL 33558

City, State & Zip

551-208-4461

Daytime Telephone number

JRPAJP@GMAIL.COM

E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

ARTICLE 1 - NAME

The name of the corporation shall be:

TD ENTERPRISE USA INC

ARTICLE II - PRINCIPAL OFFICE

The principal street address and mailing address, if different is:

PRINCIPAL OFFICE: 19211 ALICE CIRCLE, LUTZ, FLORIDA 33558

ARTICLE III - PURPOSE

The purpose for which the corporation is organized is:

ANY AND ALL LAWFUL BUSINESS ACTIVITY PERMITTED UNDER THE LAWS OF THE UNITED STATES AND OF THE STATE OF FLORIDA.

ARTICLES IV - SHARES

The number of shares of stock is:

THE CORPORATION IS AUTHORIZED TO ISSUE ONE THOUSAND (1,000) SHARES OF ONE CENT \$0.01 PAR VALUE COMMON STOCK, WHICH SHALL BE DESIGNATED "COMMON SHARES".

ARTICLES V - INITIAL OFFICERS AND/OR DIRECTORS

List name(s), address(es) and specific title(s):

JIGAR PATEL

19211 ALICE CIRCLE

LUTZ, FL 33558

ARTICLE VI REGISTERED AGENT

The name and Florida street address (P. O. Box NOT acceptable) of the registered agent is:

JIGAR PATEL

19211 ALICE CIRCLE

LUTZ, FL 33558

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA


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TALLAHASSEE, FLORIDA

ARTICLES VII - INCORPORATOR

The **name and address** of the Incorporator is:

JIGAR PATEL
19211 ALICE CIRCLE
LUTZ, FL 33558

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.



Signature/Registered Agent

Date



Signature/Incorporator

Date

ARTICLE VIII - POWERS OF CORPORATION

THE CORPORATION SHALL HAVE THE SAME POWERS AS AN INDIVIDUAL TO DO ALL THINGS NECESSARY OR CONVENIENT TO CARRY OUT ITS BUSINESS AND AFFAIRS, SUBJECT TO THE LIMITATIONS OR RESTRICTIONS IMPOSED BY APPLICABLE LAW OR THESE ARTICLES OF INCORPORATION.

ARTICLE IX - TERMS OF EXISTENCE

THE CORPORATION SHALL HAVE PERPETUAL EXISTENCE.

ARTICLE X - EFFECTIVE DATE

THESE ARTICLES OF INCORPORATION SHALL BE EFFECTIVE IMMEDIATELY UPON APPROVAL OF THE SECRETARY OF STATE, STATE OF FLORIDA.

ARTICLE XI - BY-LAWS

THE POWER TO ADOPT, ALTER, AMEND OR REPEAL BY-LAWS SHALL BE VESTED IN THE BOARD OF DIRECTORS AND THE SHAREHOLDERS.

ARTICLE XII - AMENDMENTS

THE CORPORATION RESERVES THE RIGHT TO AMEND, ALTER, CHANGE OR REPEAL ANY PROVISION CONTAINED IN THESE ARTICLES OF INCORPORATION, OR IN ANY AMENDMENT HERETO, OR TO ADD ANY PROVISION TO THESE ARTICLES OF INCORPORATION OR TO ANY AMENDMENT HERETO, IN ANY MANNER NOW OR HEREAFTER PRESCRIBED OR PERMITTED BY THE PROVISIONS OF ANY APPLICABLE STATUTE OF THE STATE OF FLORIDA AND ALL RIGHTS CONFERRED UPON SHAREHOLDERS IN THESE ARTICLES OF INCORPORATION OR ANY AMENDMENT HERETO ARE GRANTED SUBJECT TO THIS RESERVATION.

SUPPLEMENTAL PROVISIONS/INFORMATION

(a) NOTWITHSTANDING ANYTHING HEREIN TO THE CONTRARY AND UNLESS OTHERWISE REQUIRED BY STAT 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 ADD(ED) AS A FRANCHISE 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 "FRANCHISEE," AND ONLY WHILE A "FRANCHISEE," MUST BE A SHAREHOLDER OF THE CORPORATION.

(b) 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.

(c) 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 "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."

(d) THESE ARTICLES OF INCORPORATION MAY NOT BE REVISED, AMENDED OR REPEALED EXCEPT WITH THE PRIOR WRITTEN CONSENT OF 7-ELEVEN INC., A TEXAS CORPORATION.

(e) BOTH PREEMPTIVE RIGHTS AND CUMALATIVE VOTING MUST BE PROHIBITED.