

Di: JAN. 12 2010 5:09 PM

CAPITAL CONNECTION

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Page 1 of 1

Florida Department of State
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Account Number : I20000000257
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FLORIDA PROFIT/NON PROFIT CORPORATION
JSP-HERAN2, INC.

Certificate of Status	0
Certified Copy	0
Page Count	21
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FLORIDA PROFIT/NON PROFIT CORPORATION
JSP-HERAN2, INC.
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

JSP-HERAN2, INC.

The undersigned, acting as the incorporator of the Corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME OF THE CORPORATION

The name of this Corporation shall be JSP-HERAN2, INC.

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ARTICLE II

PERIOD OF DURATION

The period of duration of the Corporation is perpetual.

ARTICLE III

PURPOSE

The Corporation is organized for the purpose of engaging in any activity or business permitted under the laws of the United States and of this State.

ARTICLE IV

AUTHORIZED SHARES

Number: The aggregate number of shares that the Corporation shall have the authority to issue is 1,000 shares of Capital Stock with a par value of \$1.00 per share.

Initial issue: 100 shares of the Capital Stock of the Corporation shall be issued for adequate consideration in the following manner:

<i>NALINI HERAN, As an individual</i>	<i>100 Shares</i>
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Dividends: The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the Corporation.

No Classes of Stock: The shares of the Corporation are not to be divided into classes.

ARTICLE V

REGISTERED OFFICE AND AGENT

The initial street address in Florida of the initial registered office of the Corporation is 2011 Excalibur Drive, Orlando, Florida 32822-8319, and the name of the initial registered agent at such address is NALINI HERAN.

ARTICLE VI

PRINCIPAL OFFICE

The Principal Office of the corporation shall be 2011 Excalibur Drive, Orlando, Florida 32822-8319.

ARTICLE VII

BOARD OF DIRECTORS

This corporation shall have two directors constituting the initial Board of Directors. The directors need not be a resident of the State of Florida or Shareholders of the corporation.

Majority vote of the Board of Directors is required to constitute a quorum for the transaction of business. Only a majority act of the Directors shall constitute an act of the Board of Directors.

The name and address of the person(s) who shall serve as Director(s) until their successors shall have been elected and qualified, is as follows:

<u>NAME</u>	<u>ADDRESS</u>
NALINI HERAN	2011 Excalibur Drive Orlando, Florida 32822-8319

ARTICLE VIII

INCORPORATOR

The names and addresses of the initial incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
NALINI HERAN	2011 Excalibur Drive Orlando, Florida 32822-8319

ARTICLE IX

PREEMPTIVE RIGHTS OF SHAREHOLDERS

The holders of the common stock of this Corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such as the shares of the stock of this Corporation as may be issued for money, or property or services from time to time, in addition to that stock authorized by the Corporation. The preemptive rights of any holder is determined by the ratio of the authorized shares of common stock held by the holder to all shares of common stock currently authorized.

ARTICLE X

FRANCHISOR PROVISIONS

a. Notwithstanding anything herein to the contrary and unless otherwise required by state law, the sole shareholders of this corporation shall be the "Franchisees." For purposes of this document, "Franchisees" shall mean and include (a) the original signatories, 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.

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 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."

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.

ARTICLE XI

PREEMPTIVE RIGHTS AND CUMULATIVE VOTING

Both preemptive rights and cumulative voting are prohibited.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation at Orange County, Florida on this January 13, 2010.

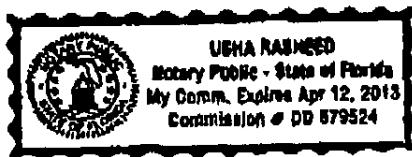
NALINI HERAN

JAN JAN. 12, 2010: 5:05PM, FEDERAL CAPITAL CONNECTION, 179163392

To: 8502221 NO. 6809 P. 5, 5

STATE OF FLORIDA
COUNTY OF ORANGE

2010
2010
*The foregoing Articles of Incorporation were acknowledged before me this January 9, 2010, by
NALINI HERAN, who has produced a driver's license as identification or who is personally known to
me.*



Usha Rashed

Notary Public
Commission No. 50879524
My Commission Expires:

04-12-2013

JAN JAN. 12. 2010.; 5:06PM FEDB CAPITAL CONNECTION J79163392

To: 8502221211 NO. 6809 P. 9
P. 9/22

CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICES OF PROCESS WITHIN
THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That JSP-HERAN2, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at Orlando, Orange County, State of Florida, has named NALINI HERAN located at 2011 Excalibur Drive, Orlando, Florida 32822-8319, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

Date: January 6, 2010

NALINI HERAN

Nalini Heran

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TALLAHASSEE, FLORIDA

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