Florida Department of State

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: ALRON ENTERPRISES, INC. Account Name

Account Number : I20000000113 : (321)951-7626 Phone

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FLORIDA PROFIT/NON PROFIT CORPORATION

APR Enterprises Inc.

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FLOREDA DEPARTMENT OF STATE
Division of Corporations

ALRON ENTERPRISES; INC.

SUBJECT APR ENTERPRESE INC.

REF: W10000010820

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Wanda Cunningham Regulatory Epacialist II New Filing Section FAX Aud. #: E10000047537 beater Number: 110000005234

ARTICLES OF INCORPORATION

<u>OF</u>

APR ENTERPRISE INC. Effective Date Fcb. 24,2010

The undersigned Incorporators, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the Following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation shall be:

APR ENTERPRISE INC.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business of this corporation shall be:

3990 Minton Rd Palm Bay, Florida 32904

ARTICLE III: NATURE OF BUSINESS

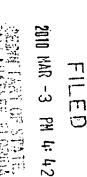
This corporation may engage in or transact lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

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 aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of common stock at \$1.00 par value per share.

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 V: TERM OF EXISTENCE

This corporation is to exist perpetually, commencing upon Febuary 24, 2010 and acknowledgment hereof as provided by Florida State Statute 607.0203.

ARTICLE VI: PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the night to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Both preemptive rights and cumulative voting must be prohibited.

ARTICLE VII: FRANCHISEE IS SHAREHOLDER(S)

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.

ARTICLE VIII: OFFICERS AND DIRECTORS

The names and street addresses have the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successors are elected, is/are:

D, Rajeshkumar Sharma 3990 Minton Rd Melbourne Florida 32904

ARTICLE IX: INCORPORATOR

The name and street address of the Incorporator to these articles of incorporation is:

D, Rajeshkumar Sharma. 3990 Minton Rd Melbourne Florida 32904

ARTICLE X: BYLAWS

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

ARTICLE XI: APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not law requires such approval.

ARTICLE XII: COMPENSATION OF DIRECTORS

The shareholders of this corporation shall have the exclusive authority to fix the compensation of the directors of this corporation.

ARTICLE XIII: INDEMNIFICATION

The corporation shall, to the fullest extent permitted by Florida Statute Section 607.0850, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities or other matters referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE XIV: AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation. However these Articles of Incorporation may not be revised, amended or repealed except with the prior written consent of 7-Eleven, Inc., a Texas corporation.

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ARTICLE MIL 19: CORPORATED MARCHINE

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IN WETTVESS WITERIAN, the undersigned Incorporator has executed these Armitec of incorporate was followed 24, 2010.

D, Fajestitunar Sharma, Incorporator

actal arbitration

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

Pursuant to the provisions of Section 607.0501 and 617.0501, 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:

APR ENTERPRISE INC.

2. The name and address of the registered agent and office is:

Alron Enterprises Inc 3990 Minton Rd Melbourne Florida 32904

ACKNOWLEDGMENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Alron)Enterprises Inc Registered Agent