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IN SEP 17 PH 2: 19
SECRETARY OF STATE
SECRETARY OF STATE

MR)

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STEVEN L. JOSIAS, OF COUNSEL

PLEASE REPLY TO FORT LAUDERDALE

September 16, 2010

VIA FEDERAL EXPRESS

Department of State Division of Corporations Clifton Building 2661 Executive Center Circle Tallahassee, FL 32301

Re: Articles of Incorporation of ACTY Properties, Inc.

Dear Sir/Madam:

Attached please find the firm's check in the amount of \$78.75 representing your filing fee (\$35.00), Designation of Registered Agent Fee (\$35.00), and for a certified copy (\$8.75) of the Articles of Incorporation of ACTY Properties, Inc., the original of which is attached hereto, for processing with the Division of Corporations. Also enclosed for your convenience is a self-addressed stamped envelope.

Should you have any questions, please do not hesitate to contact us.

Very truly yours,

Annabella Barboza

AB:lce Encls.

FILED

ARTICLES OF INCORPORATION OF ACTY PROPERTIES, INC.

10 SEP 17 PH 2: 19
SECRETARY OF STATE
FALLAHASSEE FLORIDA

Pursuant to the provisions of the Florida Business Corporation Act, Chapter 607, Florida Statutes, the undersigned who is a natural person competent to contract, does hereby adopt the following Articles of Incorporation:

ARTICLE I NAME OF CORPORATION

The name of the corporation shall be ACTY PROPERTIES, INC., a Florida corporation (hereinafter the "Corporation").

ARTICLE II PRINCIPAL OFFICE

The principal place of business of the Corporation is 10380 Royal Palm Drive, Coral Springs, Florida 33065.

ARTICLE III PURPOSE

The purpose for which the Corporation is organized is to transact any lawful business and to engage in any trade or business lawfully authorized and not prohibited by Chapter 607, Florida Statutes, as amended.

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.

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 (a) the original signatory, as franchisee, to the 7-Eleven Store Franchise Agreement (the "Franchise Agreement") intended to be, or having been, assigned to this Corporation; and (b) 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 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 of this Corporation.

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 IV SHARES

The number of shares of stock which the Corporation is authorized to issue is One Hundred (100) shares of common stock. Such shares shall have a par value of One Dollar (\$1.00) per share.

The following restricted 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," 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 INITIAL OFFICERS AND/OR DIRECTORS

a) The name and address of the person who is to serve as an officer of the Corporation are:

Adriano A. Castagnino 480 NW 46th Street Oakland Park, Florida 33309 President / Secretary / Treasurer

b) The name and address of the person who is to serve as member of the initial Board of Directors are:

Adriano A. Castagnino 480 NW 46th Street Oakland Park, Florida 33309

ARTICLE VI REGISTERED AGENT

The name and address of the initial Registered Agent of the Corporation are:

Adriano A. Castagnino 10380 Royal Palm Drive Coral Springs, FL 33065

GOREN, CHEROF, DOODY & EZROL, P.A.

Articles of Incorporation Page 3 of 3

ARTICLE VII INCORPORATOR

The name and address of the incorporator are:

Adriano A. Castagnino 10380 Royal Palm Drive Coral Springs, FL 33065



The foregoing Articles of Incorporation were signed on this 16 day of September, 2010.

Adriano A. Castagnino, Incorporator

REGISTERED AGENT'S ACCEPTANCE

I hereby accept the appointment as Registered Agent and agree to act in this capacity for the above mentioned Corporation.

Date: 9/16/10

Adriano A. Castagnino

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