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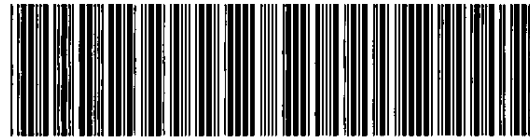
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PS 11/29/10

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Stuart A. Thompson

Board Certified Real Estate Attorney

November 19, 2010

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

Re: Bald Eagle Convenience, Inc.

Dear Sir or Madam:

Please find enclosed an original and one copy of the Articles of Incorporation for the above new corporation, along with this firm's check in the amount of \$87.50, in payment of the filing fees, including a Certificate of Status and a Certified Copy of the Articles of Incorporation, which I ask you return to me at the address above.

Please feel free to contact me with any questions or comments.

Very truly yours,



Stuart A. Thompson

enclosures

/SAT

**ARTICLES OF INCORPORATION
OF
BALD EAGLE CONVENIENCE, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of Chapter 607, Florida Statutes, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I - Name

The name of the Corporation shall be BALD EAGLE CONVENIENCE, INC..

ARTICLE II - Purpose

The Corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act, except to the extent as limited as follows:

- a) 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.
- 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~~any 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 III - Shares

The maximum aggregate number of shares that the Corporation shall have authority to issue and to have outstanding at any one time is 1,000 shares of Common Stock, par value \$0.001 per share. The Corporation shall not issue stock certificates to represent ownership of shares. No shares of the 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 above. 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 IV - Preemptive Rights

No shareholder shall have the preferential or preemptive right to subscribe for or to purchase any shares of any class, any rights, warrants, or options with respect thereto, or any obligation convertible into or exchangeable for any such shares or other securities whether out of unissued shares or other securities or out of shares or other securities acquired by the Corporation after the issue thereof, regardless of the consideration therefor.

ARTICLE V- Indemnification

The Corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit, or proceeding by or in the right of the Corporation), by reason of the fact that the person is or was a director or officer of the Corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the Corporation, or serves or served at the request of the Corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the Corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE VI – Affiliated and Control Shares

Sections 607.0901 and 607.0902 of the Florida Business Corporation Act shall not be applicable to this Corporation.

ARTICLE VII - Amendment of Bylaws

The bylaws of the Corporation may be amended by majority vote of either the directors or the shareholders.

ARTICLE VIII - Registered Agent

The registered agent of the Corporation is Elizabeth Conder. The street address of the Corporation's registered office is 600 Bald Eagle Drive, Marco Island, Florida 34145.

ARTICLE IX - Principal Office

The principal place of business and mailing address of this Corporation shall be 600 Bald Eagle Drive, Marco Island, Florida 34145.

ARTICLE X - Incorporator

The name and address of the incorporator to these Articles of Incorporation is Elizabeth Conder, 600 Bald Eagle Drive, Marco Island, Florida 34145.

ARTICLE XI - Amendment

The 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.

14th IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this day of November, 2010.


ELIZABETH CONDER

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of §607.0501 of the 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 BALD EAGLE CONVENIENCE, INC.
2. The name and address of the registered agent and office are:

Elizabeth Conder
600 Bald Eagle Drive
Marco Island, Florida 34145

HAVING BEEN NAMED in the State of Florida as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and 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 obligation of my position as registered agent.

Dated this 14th day of November, 2010.



ELIZABETH CONDER

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TALLAHASSEE, FLORIDA