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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City

State

Zip

Phone

904-222-1092

CORPORATION(S) NAME

900002599389--1

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*****70.00 *****70.00

NUGGET C. MARTIN, INC.

☒ Profit ARTICLES

☐ NonProfit

☐ Amendment

☐ Merger

☐ Limited Liability Company

☐ Foreign

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ UCC FILING

☐ Reinstatement

☐ Reservation

☐ Other

☐ Change of R.A.

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7/27
JUL 27 1998

P. Hall

98 JUL 27 11:36
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

OF

NUGGET C-MARTS, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Florida Statutes § 607.0202, the undersigned incorporator hereby submits these Articles of Incorporation for the purpose of forming a corporation (the "Corporation") under the laws of the State of Florida.

ARTICLE I - NAME

The name of this Corporation is NUGGET C-MARTS, INC.

ARTICLE II - DURATION

This Corporation shall have perpetual existence.

ARTICLE III - PURPOSE

The purposes for which the Corporation is organized are limited to:

1. To acquire, own, operate, sell, convey and manage those certain assets used in the Corporation's convenience store business at those locations shown on the attached Exhibit A (the "Subject Assets").
2. To borrow money and guarantee the payment thereof and to grant mortgages or otherwise convey interests in and encumber the Subject Assets or portions thereof, but only in furtherance of any or all of the objects of the Corporation's business.
3. To enter into and perform contracts of any kind necessary to, or in connection with, or incidental to, the management and operation of the Subject Assets in furtherance of any or all of the objects of the Corporation's business;
4. To do all things necessary, advisable or desirable in connection with the foregoing or otherwise contemplated and permitted by these Articles of Incorporation.

ARTICLE IV - RESTRICTIONS

Notwithstanding any other provision in these Articles of Incorporation and any provision of law that otherwise so empowers the Corporation, until such time as all obligations of Nugget Oil, Inc., a Florida corporation ("Nugget Oil") represented by a note (the "Note") payable to Enterprise Mortgage Acceptance Company, LLC (together with its successors and/or assigns, the "Lender") and secured by Mortgages and Assignments of Rents (the "Instrument") on the properties more particularly described therein (the "Property") and by other related loan documents, in each case in favor of the Lender (collectively with the Instrument, the "Loan Documents"), shall be discharged and the lien of the Instrument and other Loan Documents shall be released from the Property, this Corporation shall not, without the prior written consent of the Lender, do any of the following:

- (a) amend, alter, change or repeal any provisions of these Articles of Incorporation; or
- (b) transfer or convey the Corporation's rights as a sublessee of Nugget Oil's leasehold interest in Nugget Oil store numbers 31, 32 and 33.

ARTICLE V - CAPITAL STOCK

This Corporation is authorized to issue 100,000 shares, without par value, of common stock which shall be designated as "common shares."

ARTICLE VI - PRINCIPAL OFFICE, REGISTERED AGENT AND OFFICE

The street address of the initial principal office of this Corporation is 100 Old Milligan Road, Crestview, Florida, 32536 and its mailing address is P.O. Box 1297, Crestview, Florida, 32536. The name of the registered agent of this Corporation is James S. Campbell, Beggs & Lane and his address is 3 West Garden Street, 6th Floor, Pensacola, Florida 32501.

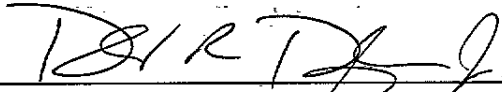
ARTICLE VI - INCORPORATOR

The name and address of the person signing these Articles is as follows:

Donald R. Draughon, Jr., Incorporator
Nugget C-Marts, Inc.
4117 N. Roxboro Road, Suite 130
Durham, North Carolina 27704

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 24 day of July, 1998.

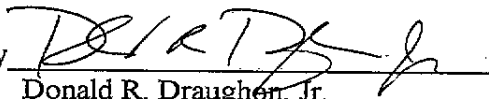
NUGGET C-MARTS, INC.

By: 
Donald R. Draughon, Jr., Incorporator

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the following is submitted: That Nugget C-Marts, Inc., desiring to amend and restate its articles of incorporation or qualify under the laws of the State of Florida, with its principal place of business at 100 Old Milligand Road, Crestview, Florida 32536, has named James S. Campbell, Beggs & Lane, 3 West Garden Street, 6th Floor, Pensacola, Florida 32501, as its agent to accept service of process within Florida.

NUGGET C-MARTS, INC.

By 
Donald R. Draughen, Jr.
Its Incorporator

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, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


James S. Campbell

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**EXHIBIT A to
ARTICLES OF INCORPORATION
of
NUGGET C-MARTS, INC.**

<u>Store Number</u>	<u>Location</u>	<u>County</u>
1	Rt. 2, Box 172, Laurel Hill, Florida 32567	Walton
3	3831 Hwy 4, Jay, Florida 32565	Santa Rosa
5	5016 Hwy 87, Milton, Florida 32570	Santa Rosa
13	5791 Hwy 4, Baker, Florida 32531	Okaloosa
23	1201 Ohio Avenue, Lynn Haven, Florida 32444	Bay
25	1921 W Hwy 90, Milligan, Florida 32537	Okaloosa
26	209 Caroline NE, Milton, Florida 32570	Santa Rosa
31	701 N Beal Pkwy, Fort Walton Beach, Florida 32548	Okaloosa
32	2948 W Hwy 98, Wynn Haven, Florida 32566	Okaloosa
33	5012 Hwy 90, Milton, Florida 32571	Santa Rosa
37	5512 Hwy 22, Callaway, Florida 32404	Bay
46	550 Hwy 19 S, Cross City, Florida 32628	Dixie
62	4121 Mobile Hwy, Pensacola, Florida 32506	Escambia