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CIT CORPORATION SYSTEM

660 East Jefferson Street

Requestor's Name

Tallahassee, Florida 32301

Address

(850) 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

100002823891--2

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Amended &
Restated

Nugget C-Marts, Inc.

☐ Profit

☐ NonProfit

☐ Limited Liability Company

☐ Foreign

☒ Amendment

☐ Merger

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Reinstatement

☒ Limited Liability Partnership

☒ Certified Copy

☐ Annual Report

☐ Fict. Filing

☐ Photo Copies

☐ Other

☐ Change of R.

☐ UCC-1 UCC-3

☐ CUS

☐ Call When Ready

☒ Walk In

☐ Mail Out

☐ Call if Problem

☐ Will Wait

☐ After 3:30

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Name

Availability

3/31/99

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Examiner

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Verifier

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Acknowledgment

W.P. Verifier

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Thanks, Melanie ☺

MAR 30

Today Please

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
NUGGET C-MARTS, INC.**

99 MAR 30 AM 11:54
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned corporation hereby submits these Amended and Restated Articles of Incorporation for the purpose of integrating into one document its original Articles of Incorporation and all amendments thereto:

1. The name of the corporation is Nugget C-Marts, Inc.
2. Attached hereto as an exhibit are the Amended and Restated Articles of Incorporation, which contain amendments to the Articles of Incorporation requiring shareholder approval.
3. All amendments to the Articles of Incorporation and the Amended and Restated Articles of Incorporation of the corporation were adopted by unanimous consent by the shareholders of the corporation on the 26th day of March, 1999, in the manner prescribed by law.

This the 26th day of March, 1999.

NUGGET C-MARTS, INC.

By: _____

Donald R. Draughon, Jr., President

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
NUGGET C-MARTS, INC.

Pursuant to Florida Statutes § 607.1007, the undersigned corporation hereby submits these Amended and Restated Articles of Amendment for the purpose of amending and restating the Articles of Incorporation of Nugget C-Marts, Inc.

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 accordance with these Articles of Incorporation and in furtherance of any or all of the objects of the Corporation's business.
3. To transact any and all lawful business for which corporations may be incorporated under the laws of the state of Florida that is incidental and necessary or appropriate to the foregoing.
4. 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 and the Corporation's business, but only in accordance with these Articles of Incorporation and in furtherance of any or all of the objects of the Corporation's business.

5. 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 this Corporation 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, the Corporation shall not, without (i) the unanimous vote of the directors of the Corporation and (ii) the prior written consent of the Lender, do any of the following:

(a) take any action or suffer to exist any circumstance that would constitute an "Event of Default" under the Instrument or any of the other Loan Documents evidencing or securing the obligations secured by the Instrument;

(b) take any action or suffer to exist any circumstance, that would not be in compliance with the terms and conditions of Section III(s) of the Loan Agreement between the Corporation and Lender;

(c) amend, alter, change or repeal any provisions of these Articles of Incorporation;

(d) dissolve or liquidate, in whole or in part, consolidate or merge with or into any other entity, or convey, sell or transfer its properties and assets substantially as an entity to any entity except as otherwise may be permitted by the Instrument;

(e) engage in any business unrelated to its ownership of the Subject Assets;

(f) own any assets other than those related to, or derived from the Subject Assets;

(g) incur any indebtedness other than the debt secured by the Instrument, unsecured trade payables and other ordinary operating expenses; or

(h) file a voluntary or involuntary petition or otherwise initiate proceedings for the Corporation to be adjudicated insolvent or seek an order for relief as a debtor under any chapter of the United States Bankruptcy Code, as amended (11 U.S.C. §§ 101 et seq.), or file any petition seeking any composition, reorganization, readjustment, liquidation, dissolution or similar relief for

the Corporation under the present or any future federal bankruptcy laws or any other present or future applicable federal, state or other statute or law relative to bankruptcy, insolvency or other relief for debtors; or seek the appointment of any trustee, receiver, conservator, assignee, sequestrator, custodian, liquidator (or other similar official) of the Corporation or of all or any substantial part of the properties and assets of the Corporation, or make any general assignment for the benefit of its creditors, or admit in writing its inability to pay its debts generally as they become due, or declare or effect a moratorium on its debts or take any corporate action in furtherance of any such action, or consent to or acquiesce in any of the foregoing actions.

ARTICLE V CAPITAL STOCK

This Corporation is authorized to issue 100,000 shares of \$1.00 par value common stock which shall be designated as "common shares."

ARTICLE VI PRINCIPAL OFFICE, REGISTERED AGENT AND OFFICE

The street address of the 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 VII BOARD OF DIRECTORS

This Corporation shall have at least four directors. The number of directors may be either increased or diminished from time to time as provided in the By-Laws.

ARTICLE VIII INDEPENDENT DIRECTOR

The Corporation's board of directors shall at all times have at least one member (an "Independent Director") who is not an employee, an officer, a director or a shareholder of the Corporation or its affiliates. In addition, no Independent Director shall be an owner of any of the outstanding stock of the Corporation or any affiliate of the Corporation, and no Independent Director may be related by blood or marriage to an employee, officer, director or owner of any interest in the Corporation, or any of its affiliates or have received, and was not a member or employee of a firm or other business that has received, from the Corporation or any of its affiliates in any year within five (5) years immediately preceding or any year during his incumbency as a director, fees or other income in excess of one percent of the gross income, for any applicable year, of such person, firm or business. In the event of the death, incapacity, resignation or removal of an Independent Director, the Corporation's board of directors shall promptly appoint a replacement Independent Director. No Independent Director shall, with regard to any action to be taken under or in connection with Article IV above, owe a fiduciary duty or other obligation to the shareholders,

and every shareholder shall consent to the foregoing by virtue of such shareholder's purchase of shares of stock of the Corporation, no further act or deed of any shareholder being required to evidence such consent. Instead, such ^{independent} director's fiduciary duty or other obligations with regard to such action under or in connection with Article IV above shall be owed to the Corporation and its creditors. In addition, no Independent Director may be removed unless his or her successor has been elected and that successor complies with the requirements of this Article.

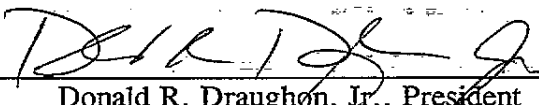
ARTICLE IX

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

Donald R. Draughon, Jr., President
Nugget C-Marts, Inc.
400 West Main Street, Suite 300
Durham, North Carolina 27701

IN WITNESS WHEREOF, the undersigned subscriber has executed these Amended and Restated Articles of Incorporation this 26th day of March, 1999.

NUGGET C-MARTS, INC.

By: 
Donald R. Draughon, Jr., President

**EXHIBIT A to
AMENDED AND RESTATED 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