

P99000085712

TRANSMITTAL LETTER

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

SUBJECT: Hilltop Convenience Stores, Inc.
(Proposed corporate name - must include suffix)

500002999185--3
-09/28/99--01045--004
*****87.50 *****87.50

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate of Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

RECEIVED

93 SEP 28 TH 12:47

STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FROM:

Eddie M. Griggs
Name (Printed or typed)

426 Silver Lake North
Address

MAIRIANA, Florida 32448
City, State & Zip

(850) 579-2263
Daytime Telephone number

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 SEP 28 PM 1:03

APPROVED
AND
FILED

NOTE: Please provide the original and one copy of the articles.

[Handwritten signature]
9-27-99

ARTICLES OF INCORPORATION
OF
HILLTOP CONVENIENCE STORE, INC.

ARTICLE
FILED
99-SEP-28 PM 1:03
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscribes to these Articles of Incorporation, a natural person competent to contract, hereby form an S-Corporation under the laws of the State of Florida.

ARTICLE I

NAME: The name of this corporation is Hilltop Convenience Store, Inc.

ARTICLE II

DURATION: This corporation shall exist perpetually commencing on the date of execution of these Articles of Incorporation.

ARTICLE III

CAPITAL STOCK: This corporation is authorized to issue one hundred (100) shares of one dollar (\$1.00) per value common stock.

ARTICLE IV

PRE-EMPTIVE 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 right 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.

ARTICLE V

PRINCIPAL OFFICE AND AGENT: The street address of the principal office of this corporation is 2200 Highway 73, Marianna, Florida, 32448; and the name of the initial registered agent of this corporation is Eddie M. Griggs, located at the above address.

ARTICLE VI

INITIAL BOARD OF DIRECTORS: This corporation shall have three (3) directors initially. The number of directors may be either increased or decreased from time to time by the By-Laws, but shall never be less than one (1). The name and address of the

initial directors of this corporation are: Eddie M. Griggs, 2200 Highway 73, Marianna, Florida, 32448; Larry Odom, 429 Silver Lake North, Marianna, Florida, 32448; and Gail G. Griggs, 426 Silver Lake North, Marianna, Florida, 32448.

ARTICLE VII

INCORPORATOR: The name and address of the person signing these Articles is: Eddie M. Griggs, 2200 Highway 73, Marianna, Florida, 32448..


ARTICLE VIII

INDEMNIFICATION: The corporation shall indemnify its officers, directors and authorized agent for all liabilities incurred directly, indirectly or incidentally to services performed for the corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.

ARTICLE IX

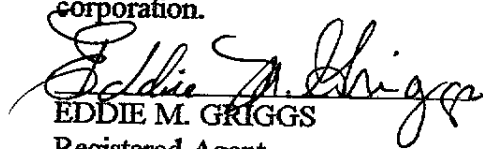
AMENDMENTS: The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 22 day of Sept. A. D., 1999.


EDDIE M. GRIGGS

RECEIVED
CLERK
99 SEP 28 PM 1:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I understand and accept the duties
and responsibilities as registered
agent for the above mentioned
corporation.


EDDIE M. GRIGGS
Registered Agent

STATE OF FLORIDA
COUNTY OF JACKSON

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared EDDIE M. GRIGGS, known to me, and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation for the purpose therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County last aforesaid, this ____ day of _____ A. D., 1999.

NOTARY PUBLIC