

STATE OF ALABAMA)

JEFFERSON COUNTY)

ARTICLES OF INCORPORATION
OF
ROYA, INC.
A CLOSE CORPORATION

I. - NAME

The name of the corporation shall be ROYA, INC.

II - CLOSE CORPORATION STATUS

This corporation shall be a close corporation as authorized by the Alabama Business Corporation Act, section 10-2A-161 through 10-2A-174, Code of Alabama, 1975, and shall be governed by all laws governing or applicable to such close corporation.

III. - DURATION

The corporation shall have a continuous existence.

IV - PURPOSE

The purpose for which this corporation is organized is the transaction of any or all lawful business for which corporation may be incorporated under the Alabama Business Act including but no limited to:

(a) To own, operate, and manage retail convenience stores, grovery stores, and other retail establishment with all activities incident thereto.

(b) To purchase, lease, exchange, take, borrow, receive or otherwise acquire. to own, hold, use, operate, manage, improve, repair or otherwise have an interest in or deal with, to sell, lease, hypothecate, distribute or otherwise deal with and dispose of, property, whether real, personal or mixed of every kind, character and description whatsoever and wheresoever situated, or any interest therein.

(c) To borrow or raise money, from time to time, without limit as to amount, to draw, make, accept, endorse, execute, issue and deliver all kinds of securities, including, but without limiting the generality of obligation or indebtedness; and to secure the payment and full performance of such by mortgage on, k or pledge, conveyance, or assignment in trust of, all, or any part of, or any interest in, the property of the corporation, either real, personal or mixed, including contract rights, whether at the time owned or thereafter acquired.

(d) To do everything necessary, proper, advisable, suitable or convenient for the accomplishment of the objects and purposes specified

Steve Grimes
P.O. Box 463

in this Paragraph IV, and to do all other things incidental therein, connected therewith, conducive thereto, or expedient therefor.

V. - AUTHORIZED SHARES

The aggregate number of shares which the corporation shall have authority to issue is ONE THOUSAND (1000) SHARES. These shares are to have a par value of ONE DOLLAR (\$1.00).

VI - RESTRICTIONS OF STOCK

All issued shares of stock of this corporation of all classes shall be subject to one following restrictions on transfers:

(a) For purposes of this Paragraph VI:

- (i) A shareholder desiring to sell or otherwise transfer give or assign his or her stock in this corporation, in whole or in part, shall be referred to as the "offeror".
- (ii) A none-shareholder to whom such sale or other transfer is proposed shall be referred to as the "offeree"; and
- (iii) The shareholder, individually and collectively, of this corporation, other than the shareholder-offeror, shall be referred to as the "optionee(s)".

(b) any shareholder in this corporation may, without restriction or limitation, sell, or otherwise transfer, his or her stock herein, in whole or in part, to any other shareholder(s) in this corporation.

(c) In the event any shareholder desires to sell or otherwise transfer his or her stock herein, in whole or in part, to a bona fide offeree other than a then shareholder, the following procedures shall be followed:

- (i) The offeror shall furnish and deliver to the corporation and to the optionee(s), at each of their last known business addresses, a letter of intent, containing the name and address of the offeree, and complete details as to the terms and conditions of the offer under which said sale or other transfer is to be effectuated.
- (ii) The offeror shall grant to the corporation the first option and shall grant to the other shareholders of the corporation the second option to purchase said stock or effectuate such transfer of said stock to it or themselves, under the terms and conditions as set forth in the letter of intent described in subparagraph (i) hereinabove.
- (iii) The corporation shall be considered as the primary optionee and shall have thirty (30) days from the date of receipt of the letter of intent within which the exercise such option, by letter in writing, addressed to the offeror, and copies thereof to each of the other optionees, at each

of their last known business addresses. Upon the failure of the corporation to exercise its option, each of the other optionees shall have thirty (30) days from the date of the expiration of the first option period within which to exercise their said option. In the absence of any other agreement between or among the optionees, if all the optionees elect to purchase said stock, said stock of the offeror shall be purchased by the optionees in the same proportion as their respective stock ownership in the corporation. If all optionees do not elect to purchase their proportionate share of the offeror's stock, such optionees who desire to purchase such stock shall each be entitled to purchase such proportionate share of the offeror's stock as the percentage of his or her respective stock interest in the corporation bears to the total percentage of all stock interests in the corporation held by all of the optionees desiring to purchase the offeror's stock. Notwithstanding the foregoing, the election of the optionees to purchase proportionate shares of the offeror's stock not aggregating the offeror's entire stock shall be of no effect.

(iv) If the corporation and the optionees fail to elect to purchase said stock within said option period, then the offeror shall be free to sell all of his or her stock to the original offeree at the price and upon the terms and conditions set forth in said offer, provided, however, that such sale must be consummated within two (2) months following the expiration of the optionee's second option.

(v) Upon a sale or other transfer to the offeree, the offeree will then hold said stock as a shareholder, subject to all of the terms and conditions of these Articles of Incorporation in the place and stead of the selling shareholder, including the provisions contained in this Paragraph VI.

(vi) If said sale is not made between selling shareholder and such other purchaser within said two (2) months period after the expiration of said second option, all of the terms, conditions, and restrictions of this Paragraph VI of these Articles of Incorporation shall be reinstated and the right of the selling shareholder to sell his stock to such purchase pursuant to said original offer shall terminate.

VII - SCOPE OF ACTIVITY

The corporation shall have the power either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful activities which may be necessary, useful, suitable, desirable, or proper for the furtherance, accomplishments, fostering or attainment of any or all of the purposes for which corporation is organized.

VIII - PLACE OF OPERATION

The operation of the corporation are to be conducted principally within the State of Alabama.

IX. - REGISTERED OFFICE

The address of the initial registered office of the corporation is:

P. O. Box 1048
1616 Highway 26 West
Alabaster, AL 35007

The name of the corporation's registered agent at this address is Terrill Mark Wright.

X. - NUMBER OF DIRECTORS

The number of directors shall not exceed One (1)

XI - NAMES OF DIRECTORS

The names and address of the directors until the first annual meeting of the corporation are as follows:

Terrill Mark Wright	615 Idlewild Circle, Apt 24 Birmingham, Alabama 35205
---------------------	--

XII. - INCORPORATORS

The name and addresses of the incorporators are as follows:

NAME :	% SHARES	ADDRESS
Terrill Mark Wright	51%	615 Idlewild Circle Apartment #24 Birmingham, AL 35205
Ali Mahmoodi	49%	1616 Highway 26 West Alabaster, AL 35007

XIII - LIMITATION ON NUMBER OF SHARES

All of the corporation issued shares of all classes, exclusive of treasury shares, shall be held of record by not more than ten (10) people. For purposes of determining the number of holders of record of the stock of this corporation, stock which is held in joint or common tenancy or by the entities shall be treated as held by one shareholder.

IN WITNESS WHEREOF, we have made, subscribed and acknowledged these Articles of Incorporation on this the 12th day of November, 1990.

Terrill Mark Wright
Terrill Mark Wright

Ali Mahmoodi
Ali Mahmoodi

STATE OF ALABAMA)
JEFFERSON COUNTY)

I, the undersigned authority, a Notary Public, in and for said County in said State, hereby certify that Terrill Mark Wright, and Ali Mahmoodi, whose names are signed to the foregoing Articles of Incorporation, and who are known to me, acknowledged before me on this day that, being informed of the contents of the Articles of Incorporation, they have executed the same voluntarily on the day the same bears date.

Given under my hand and seal this the 12th day of November, 1990.

Mapine Miller
Notary Public

MY COMMISSION EXPIRES NOVEMBER 16, 1990



OFFICE OF THE SECRETARY OF STATE

State of Alabama

PERRY A. HAND
SECRETARY OF STATE

NAME RESERVATION CERTIFICATE

FOR

Roya, Inc.

I, Perry A. Hand, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said state, do hereby certify that pursuant to the provisions of Section 10-2A-26, Code of Alabama 1975, based upon an examination of the corporation records on file in this office, the corporate name "Roya, Inc." is reserved as available.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Stephen Grimes, P. O. Box 463, Gardendale, AL 35071 for a period of one hundred twenty days beginning October 25, 1990 and expiring February 23, 1991.



IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on October 25, 1990.

Perry A. Hand
Secretary of State

BOOK 043 PAGE 14

State of Alabama

Shelby County

CERTIFICATE OF INCORPORATION OF

Roya, Inc.

The undersigned, as Judge of Probate of Shelby County, State of Alabama, hereby certifies that duplicate originals of Articles of Incorporation for the incorporation of Roya, Inc., duly signed pursuant to the provisions of the Alabama Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Judge of Probate, and by virtue of the authority vested in him by law, hereby issues this Certificate of Incorporation of Roya, Inc., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 15th day of November, 19 90.

STATE OF ALA. SHELBY CO.
I CERTIFY THIS
INSTRUMENT WAS FILED

90 NOV 15 PM 2:54

JUDGE OF PROBATE

Thomas A. Snowden Jr.

Judge of Probate

