

# State of Florida



## Department of State

I certify the attached is a true and correct copy of the Articles of Merger, filed on September 29, 1995, effective October 2, 1995 as shown by the records of this office.

The document number of the surviving corporation is P20650.

Inst # 1995-31204

10/30/1995-31204  
02:47 PM CERTIFIED  
SHELBY COUNTY JUDGE OF PROBATE  
006 SNA 21.00

Given under my hand and the  
Great Seal of the State of Florida,  
at Tallahassee, the Capital, this the  
Twenty-third day of October, 1995



CR2EO22 (1-95)

*Sandra B. Northam*

Sandra B. Northam  
Secretary of State



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

SUNSHINE-JR. STORES, INC., a FL Corp., #168401

into

**E-Z SERVE CONVENIENCE STORES, INC., a Delaware corporation P20650**

File date: September 29, 1995 , effective October 2, 1995

Corporate Specialist: Susan Payne

Account number: 072100000032

Account charged: 70.00

**ARTICLES OF MERGER  
OF  
SUNSHINE-JR. STORES, INC.  
AND  
E-Z SERVE CONVENIENCE STORES, INC.**

**FILED  
95 SEP 29 PM 1:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

to the Department of State  
State of Florida

**EFFECTIVE DATE**

10/2/95

Pursuant to the provisions of the Florida Business Corporation Act, the domestic business corporation and the foreign business corporation herein named do hereby submit the following articles of merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging SUNSHINE-JR. STORES, INC. with and into E-Z SERVE CONVENIENCE STORES, INC.

2. The shareholders of SUNSHINE-JR. STORES, INC. entitled to vote on the aforesaid Plan of Merger approved and adopted the Plan of Merger by written consent given by them on September 25, 1995 in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.


3. The merger of SUNSHINE-JR. STORES, INC. with and into E-Z SERVE CONVENIENCE STORES, INC. is permitted by the laws of the jurisdiction of organization of E-Z SERVE CONVENIENCE STORES, INC. and has been authorized in compliance with said laws. The date of approval and adoption of the Plan of Merger by the shareholders of E-Z SERVE CONVENIENCE STORES, INC. was September 25, 1995.

4. The effective date of the merger herein provided for in the State of Florida shall be on October 2, 1995.

Executed on September 25, 1995.

SUNSHINE-JR. STORES, INC.

By:

  
Neil H. McLaurin  
President

E-Z SERVE CONVENIENCE STORES, INC.

By:

  
Neil H. McLaurin  
President

PLAN OF MERGER adopted on September 25, 1995 by resolution of the Board of Directors of SUNSHINE-JR. STORES, INC., a business corporation organized under the laws of the State of Florida on March 24, 1952, and adopted on September 25, 1995, by resolution of the Board of Directors of E-Z SERVE CONVENIENCE STORES, INC., a business corporation organized under the laws of the State of Delaware. The names of the corporation planning to merge are SUNSHINE-JR. STORES, INC., a business corporation organized under the laws of the State of Florida, and E-Z SERVE CONVENIENCE STORES, INC., a business corporation organized under the laws of the State of Delaware. The name of the surviving corporation into which SUNSHINE-JR. STORES, INC. plans to merge is E-Z SERVE CONVENIENCE STORES, INC.

1. SUNSHINE-JR. STORES, INC. and E-Z SERVE CONVENIENCE STORES, INC., shall, pursuant to the provisions of the Florida Business Corporation Act and the provisions of the laws of the jurisdiction of organization of E-Z SERVE CONVENIENCE STORES, INC. be merged with and into a single corporation, to wit, E-Z SERVE CONVENIENCE STORES, INC, which shall be the surviving corporation upon the effective date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the laws of the jurisdiction of its organization. The separate existence of SUNSHINE-JR. STORES, INC., which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease at the effective time and date of the merger in accordance with the provisions of the Florida Business Corporation Act.
2. The certificate of incorporation of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization shall be the certificate of incorporation of said surviving corporation and said certificate of incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the laws of the jurisdiction of organization of the surviving corporation.
3. The by-laws of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization will be the by-laws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the laws of the jurisdiction of its organization.
4. The directors and officers in office of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the by-laws of the surviving corporation.
5. Each issued share of the non-surviving corporation immediately prior to the effective time and date of the merger shall, at the effective time and date of the merger, be converted into -0- shares of the surviving corporation. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued at the effective time and date of the merger shall continue to represent one issued share of the surviving corporation.

6. The Plan of Merger herein made and approved shall be submitted to the shareholders of the non-surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act, and the merger of the non-surviving corporation with and into the surviving corporation shall be authorized in the manner prescribed by the laws of the jurisdiction of organization of the surviving corporation.

7. In the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the non-surviving corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, and in the event that the merger of the non-surviving corporation with and into the surviving corporation shall have been duly authorized in compliance with the laws of the jurisdiction of organization of the surviving corporation, and non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida and of the State of Delaware, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the non-surviving corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file and/or record any and all instruments, papers and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

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