

ARTICLES OF INCORPORATION

OF

CROSSROADS FOODMART, INC.

The undersigned, acting as Incorporator of a corporation under the Code of Alabama, adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation is: **Crossroads Foodmart, Inc.**

ARTICLE II

PURPOSES

The purposes for which the Corporation is organized are for a retail convenience store and the transaction of any or all lawful business for which corporations may be incorporated under the Alabama Business Corporation Act.

ARTICLE III

AUTHORIZED CAPITAL SHARES

The aggregate number of shares which the Corporation shall have authority to issue is ten thousand (10,000) shares of common stock and are of one class only.

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Corporation and the name of its registered agent at such address is as follows:

Susan P. Green
4737 Highway 119
Montevallo, Alabama 35115

Inst # 1997-39962

12/08/1997-39962
03:23 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
004 MCD 90.00

Inst # 1997-39962

ARTICLES OF INCORPORATION - Continued
CROSSROADS FOODMART, INC.

ARTICLE V

DIRECTORS

The number of Directors constituting the initial Board of Directors of the Corporation is two and the name and address of the persons who are to serve as Directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

Leslie H. Green and Susan P. Green
4737 Highway 119
Montevallo, Alabama 35115

ARTICLE VI

INCORPORATOR

The name and address of the Incorporator of the Corporation is:

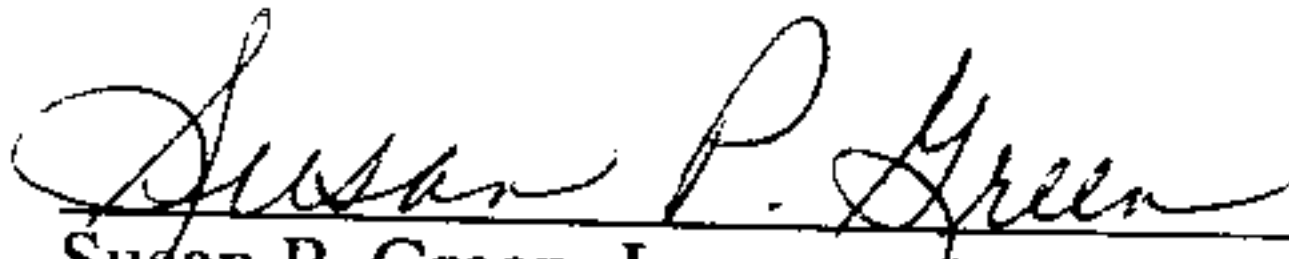
Susan P. Green
4737 Highway 119
Montevallo, Alabama 35115

ARTICLE VII

DENIAL OF PRE-EMPTIVE RIGHTS

No holder of any shares of any class of this Corporation shall, as such holder, have any pre-emptive rights to purchase or subscribe to any shares of this Corporation, or any bonds, debentures or other securities or obligations convertible into or exchangeable with any shares of this Corporation, other than such rights of conversion or exchange and such rights under options or warrants or purchase or subscription arrangements, as shall be expressly granted by the Board of Directors or shareholders at such prices and upon such other terms and conditions as the Board of Directors, in its discretion, or the shareholders may fix or designate.

The undersigned, acting as Incorporator of the Corporation named herein in accordance with the Alabama Business Corporation Act, executes these Articles of Incorporation this 2 day of December, 1997.


Susan P. Green, Incorporator

THIS INSTRUMENT PREPARED BY:
J. Thomas Martin
Attorney at Law
P.O. Box 36474
Birmingham, Alabama 35236

STATE OF ALABAMA

I, Jim Bennett, 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 10-2B-4.02, Code of Alabama 1975, and upon an examination of the corporation records on file in this office, the following corporate name is reserved as available:

Crossroads Foodmart, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Tom Martin, PO Box 36474, Hoover, AL 35236 for a period of one hundred twenty days beginning November 25, 1997 and expiring March 26, 1998.

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 this day.

November 25, 1997

Date



Jim Bennett

A handwritten signature in cursive script that reads 'Jim Bennett'.

Secretary of State

Inst # 1997-39962

12/08/1997-39962
03:23 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
004 MCD 90.00