

ARTICLES OF INCORPORATION
OF
EXPRESSWAY, INC.

THE UNDERSIGNED, acting as the Incorporator of a Corporation under the Alabama Business Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the Corporation is "EXPRESSWAY, INC.".

ARTICLE II

(a) The total number of shares which the Corporation shall have authority to issue is 100,000, consisting of 100,000 shares of Common Stock, par value of \$.01 per share.

(b) All issued and outstanding shares have the same preferences and relative rights, including, without limitation, (i) unlimited voting rights for all purposes at the rate of one vote per share and (ii) the right to receive the net assets of the Corporation upon dissolution.

(c) No shareholder of the Corporation shall be entitled as a matter of right to subscribe for, purchase, receive or acquire as a preemptive right any shares, or other securities convertible into shares, of the Corporation which it may issue or sell, whether out of the number of shares now or hereafter authorized or out of shares now or hereafter held in its treasury, but all such additional shares or other securities may be issued or disposed of by the Board of Directors to such persons and upon such terms as in its absolute discretion it may deem advisable.

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SHELBY COUNTY JUDGE OF PROBATE
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ARTICLE III

The street address of the initial registered office of the Corporation shall be 368 Turnberry Road, Birmingham, Alabama 35124 and the name of its initial registered agent at such address shall be Chris C. Rebillot.

ARTICLE IV

The name of the Incorporator is William J. Bryant, Esq. The address of the Incorporator is 2000 SouthBridge Parkway, Suite 500, Birmingham, Alabama 35209.

ARTICLE V

The names of the individuals who are to serve as the initial members of the Board of Directors are Claire K.A. Rebillot and Chris C. Rebillot. The address of the initial members of the Board of Directors is 368 Turnberry Road, Birmingham, Alabama 35244.

ARTICLE VI

The nature of the business to be conducted or promoted or the purposes for which the Corporation is organized are:

(a) To own, operate, manage, and generally to conduct, either directly or through a subsidiary or subsidiary corporations, the business of merchandising and selling at one or more stores or places goods, wares, food, foodstuffs, gasoline and merchandise of any and every description; and generally to engage in the business commonly known as a convenience store business.

(b) To own, operate, maintain, manage, equip, improve, repair, alter and otherwise deal with, use and enjoy, to invent, design, develop, assemble, build, construct, fabricate, manufacture, buy, import, lease or otherwise acquire, to mortgage, deed in trust, pledge or otherwise encumber, and sell, export, lease or otherwise dispose of goods, wares and merchandise of every kind, nature and description.

(c) To purchase, lease or otherwise acquire, to own, hold, plant, improve, cultivate, develop, subdivide, construct, maintain, equip and operate, to sell, exchange, lease or otherwise dispose of, to mortgage, deed in trust, pledge or otherwise encumber, and generally to deal in and with any and all lands, improved and unimproved, dwelling-houses, apartment houses, hotels, boarding houses, business blocks, office buildings, manufacturing works and plants, and other buildings of any kind, and the products and avails thereof, and any and all other property of any and every kind and description, real, personal and mixed, wheresoever situated, including water and water rights.

(d) To acquire by grant, purchase, lease, assignment or otherwise, any powers, rights, privileges, immunities, franchises, guarantees, grants and concessions from any person, partnership, limited liability company, corporation, association, combination, organization, entity, government, governmental subdivision, department or agency, or other body whatsoever, whether domestic or foreign; to hold, own, exercise, exploit, dispose of and realize upon the same, and to undertake and prosecute any business dependent thereon, which may lawfully be undertaken by the Corporation; and to cause to be formed, to promote and to aid in any way in the formation of any partnership, limited liability company, corporation, association, combination, organization, entity, government, governmental subdivision, department or agency, or other body whatsoever, whether domestic or foreign, for any such purpose.

(e) To apply for, obtain, register, purchase, lease or otherwise acquire, and to hold, own, use, exercise, develop, operate and introduce for its objects and purposes and to sell, assign, lease, and grant licenses or sub-licenses in respect of, pledge or otherwise dispose of or encumber or turn to account, trade and deal in, any letter patent of the United States or any foreign country, patent rights, licenses, privileges, inventions, improvements, processes, formulas, copyrights, trademarks and trade names relating to or useful in connection with any business of the Corporation.

(f) To lend its uninvested funds from time to time to such extent as it may deem advisable on call and on time loans, upon such security, if any, as the Board of Directors may determine.

(g) To purchase or otherwise acquire, own, hold, pledge, hypothecate, mortgage or otherwise encumber, exchange, sell, contract to sell, assign, transfer or otherwise dispose of, underwrite and deal in, alone or in syndicates or otherwise in conjunction with others, all forms of securities, including, but not by way of limitation, shares, bonds, debentures and other evidences of interest or indebtedness, irrespective of their form or the name by which they may be described, and any evidences of any interest in respect of any such securities, issued or created, or to be issued or created by any other person, partnership, limited liability company, corporation, association, combination, organization, entity, government, governmental subdivision, department or agency, or other body whatsoever, whether domestic or foreign; to issue in exchange therefor its own shares, bonds or other obligations or securities; and, while the holder of any such securities, to exercise all the rights, powers and privileges of ownership in respect thereof to the same extent as a natural person might or could do; and, to the extent now or hereafter permitted by law, to aid by loan, subsidy, guaranty or otherwise, those issuing, creating or responsible for any such securities or evidences of any interest in respect thereof.

(h) To endorse or guarantee the payment of principal, interest or dividends upon, and the performance of sinking fund or other obligations in respect of, any shares, bonds, obligations or other securities or evidences of indebtedness issued or created by, and the performance of any contracts or other undertakings of any person, partnership, limited liability company, corporation, association, combination, organization, entity, government, governmental subdivision, department or agency, or other body whatsoever, whether domestic or foreign, so far as the same may be permitted by law.

(i) To borrow money and to issue bonds, debentures and other obligations, secured or unsecured, of the Corporation, from time to time, for moneys borrowed or in payment for property purchased or for any of the other objects or purposes of the Corporation; to secure the same by mortgage or mortgages upon, or by deed or deeds of trust of, or by pledge of or other lien or encumbrance upon, any or all of the property, real or personal, of the Corporation wheresoever situated, acquired or to be acquired; to sell or otherwise dispose of any or all of such bonds, debentures or other obligations in such manner and upon such terms as may be deemed judicious by the Board of Directors; to confer upon the holders of any bonds, debentures or other obligations of the Corporation, secured or unsecured, the right to convert the principal thereof into shares of the Corporation, upon such terms and conditions as may be deemed advisable by the Board of Directors; to create, issue, sell or otherwise dispose of for money, property or other considerations deemed useful for the purpose of the Corporation, certificates entitling the holders to an interest in all or any part of the securities from time to time held by the Corporation; and to permit the holders of any bonds, debentures, or other obligations of the Corporation, secured by specific securities, to share in the income of such securities in lieu of, or in addition to, a fixed return on their investment.

(j) To purchase, lease or otherwise acquire the whole or any part of the business, goodwill, rights, and properties and to acquire and undertake the whole or any part of the assets and liabilities of any persons, partnership, limited liability company, corporation, association, combination, organization, entity, government, governmental subdivision, department or agency, or other body whatsoever, whether domestic or foreign, which may be desirable, useful or convenient in the business of the Corporation; to pay for the same in whole or in part in cash, shares, bonds, debentures or other securities or obligations of the Corporation, or otherwise; to hold, own, possess and improve, or in any manner dispose of or encumber the whole or any part of the business, good will, rights, properties and assets so acquired; and to conduct in any lawful manner the whole or any part of any business so acquired, and to exercise all the powers necessary, desirable or convenient in or about the conduct and management of such business.

(k) To purchase, hold, sell, transfer, reissue or cancel the shares or other securities or obligations of the Corporation or any rights therein, in the manner and to the extent now or hereafter permitted by the laws of the State of Alabama.

(l) To enter into any legal arrangements for sharing of profits, union of interest, reciprocal concessions or cooperation with any person, partnership, limited liability company, corporation, association, combination, organization, entity, government, governmental subdivision, department or agency, or other body whatsoever, whether domestic or foreign, carrying on or proposing to carry on any business which the Corporation is authorized to carry on, or any business

or transaction deemed necessary, convenient or incidental to carry out any of the objects of the Corporation.

(m) To undertake, contract for or carry on any business incidental to or in aid of or convenient or advantageous in pursuance of any of the objects or purposes of the Corporation.

(n) In general, to carry on any business not contrary to the laws of the State of Alabama and to have and exercise all of the powers now or hereafter conferred by the laws of the State of Alabama upon corporations formed thereunder; and to do any and all of the acts and things hereinbefore set forth, and such other things as are incidental or conducive to the attainment of the objects and purposes of the Corporation, or any of them, to the same extent as natural persons could do, and in any part of the work, as principal, factor, agent, contractor, or otherwise, either alone or in conjunction with any person, partnership, limited liability company, corporation, association, combination, organization, entity, government, governmental subdivision, department or agency, or other body whatsoever, whether domestic or foreign; and in carrying on its business and for the purpose of attaining or furthering any of its objects, to enter into, make, perform, carry out, assign or otherwise dispose of, or cancel and rescind, contracts and arrangements with any person, partnership, limited liability company, corporation, association, combination, organization, entity, government, governmental subdivision, department or agency, or other body whatsoever, whether domestic or foreign; and to do such acts and things and to exercise any and all rights, powers and privileges which it may now or hereafter be lawful for the Corporation to exercise under the laws of the State of Alabama.

The foregoing clauses shall be construed as purposes for which the Corporation is organized, in addition to those powers specifically conferred upon a corporation by law, and it is hereby expressly provided that the foregoing specific enumeration of powers shall not be held to limit or restrict in any manner the powers of the Corporation otherwise granted by law.

ARTICLE VII

A Director of the Corporation shall have no liability to the Corporation or its shareholders for money damages for any action taken, or any failure to take any action, as a Director, except liability for (i) the amount of any financial benefit received by the Director to which he or she is not entitled; (ii) an intentional infliction of harm on the Corporation or its shareholders; (iii) a violation of Section 10-2B-8.33 of the Alabama Business Corporation Act, as the same now exists or may hereafter be amended; (iv) an intentional violation of criminal law; or (v) a breach of the Director's duty of loyalty to the Corporation or its shareholders. If the Alabama Business Corporation Act, or any successor statute thereto, is hereafter amended to authorize the further elimination or limitation

of the liability of a director of a corporation, then the liability of a Director of the Corporation, in addition to the limitations on liability provided herein, shall be limited to the fullest extent permitted by the Alabama Business Corporation Act, as amended, or any successor statute thereto. No amendment to or repeal of this Article VII shall apply to or have any effect on the liability or alleged liability of any Director of the Corporation for or with respect to any acts or omissions of such Director occurring prior to such amendment or repeal.

IN WITNESS WHEREOF, the undersigned, being the Incorporator hereinbefore named, has executed these Articles of Incorporation on this 12th day of March, 2001.



William J. Bryant

This instrument prepared by:

/ William J. Bryant, Esq.
Feld, Hyde, Lyle, Wertheimer & Bryant, P.C.
2000 SouthBridge Parkway, Suite 500
Birmingham, Alabama 35209

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:

Expressway, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Kerry Sweeney, 2000 Southbridge Pkwy Ste 500, Birmingham, AL 35209 for a period of one hundred twenty days beginning March 2, 2001 and expiring July 1, 2001.

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.

March 2, 2001



Date

Jim Bennett

Secretary of State

Inst # 2001-08562

03/12/2001-08562
10:44 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
008 MEL 105.00