

State of Idaho

Department of State

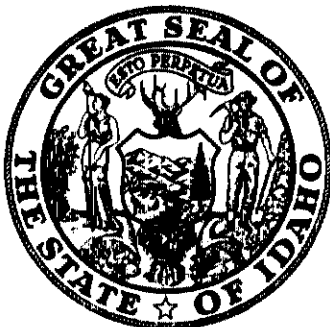
CERTIFICATE OF AUTHORITY OF

CIRCLE K PROPERTIES, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of CIRCLE K PROPERTIES, INC. for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to CIRCLE K PROPERTIES, INC. to transact business in this State under the name CIRCLE K PROPERTIES, INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated: May 28, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *[Signature]*

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

MAY 28 1 02 PM '93

SECRETARY OF STATE

To the Secretary of State of Idaho

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is Circle K Properties, Inc.

2. The name which it shall use in Idaho is Circle K Properties, Inc.

(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)

3. It is incorporated under the laws of Delaware

4. The date of its incorporation is May 5, 1993 and the period of its duration is Perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is 1013 Centre Road Wilmington, DE 19805

6. The address to which correspondence should be addressed, if different from that in item 5. P.O. Box 52122 Phoenix, AZ 85072-2122

7. The street address of its proposed registered office in Idaho is 702 West Idaho, Suite 810
Boise, ID 83702, and the name of its proposed registered agent in Idaho at that address is Corporation Service Company
c/o Holden Kidwell Hahn & Crapo

8. The purpose or purposes which it is proposed to pursue in the transaction of business in Idaho are: Real property ownership & management

(Continued on reverse)

Submit application and certificate of status to:

Office of the Secretary of State
Division of Corporations
Statehouse, Room 203
Boise, Idaho 83720

Secretary of State use only

9. The names and respective addresses of its directors and officers are: See attached list

Name	Office	Address

10. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

11. This application is accompanied by a Certificate of Corporate Status or Existence, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: 5/24/93

Circle K Properties, Inc.

(Corporation name)

By Scott Krake Scott Krake, President

(President/Vice President (please specify))

and Paul Babinec Paul Babinec, Asst. Secretary

(Secretary/Assistant Secretary (please specify))

STATE OF NY

COUNTY OF Richmond) ss:

I, Alice A. Richards, a notary public, do hereby certify that on

this 20 day of MAY, 19 93, personally appeared before

me Scott Krake who being by me first duly sworn, declared that (s)he

is the President of Circle K Properties Inc

that (s)he signed the foregoing documents as President of the corporation and that the statements therein contained are true.

ALICE A. RICHARDS
Notary Public, State of New York
No. 43-5009142
Qualified in Richmond County
Commission Expires March 8, 1996

Alice A. Richards
Notary Public

**CIRCLE K PROPERTIES, INC.
DIRECTORS & OFFICERS**

DIRECTORS:

Scott Kracke	225 Varick Street, New York, NY 10014
Savio W. Tung	280 Park Ave., 37th Floor West, New York, NY 10017
John F. Antioco	1601 North 7th Street, Phoenix, AZ 85006
Larry Zine	1601 North 7th Street, Phoenix, AZ 85006

OFFICERS:

Scott Kracke	President	225 Varick St. New York, NY 10014
John F. Antioco	Vice President	1601 North 7th Street, Phoenix, AZ 85006
Larry Zine	Secretary and Treasurer	1601 North 7th Street, Phoenix, AZ 85006
Gehl Babinec	Asst. Secretary	1601 North 7th Street, Phoenix, AZ 85006

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State of Delaware

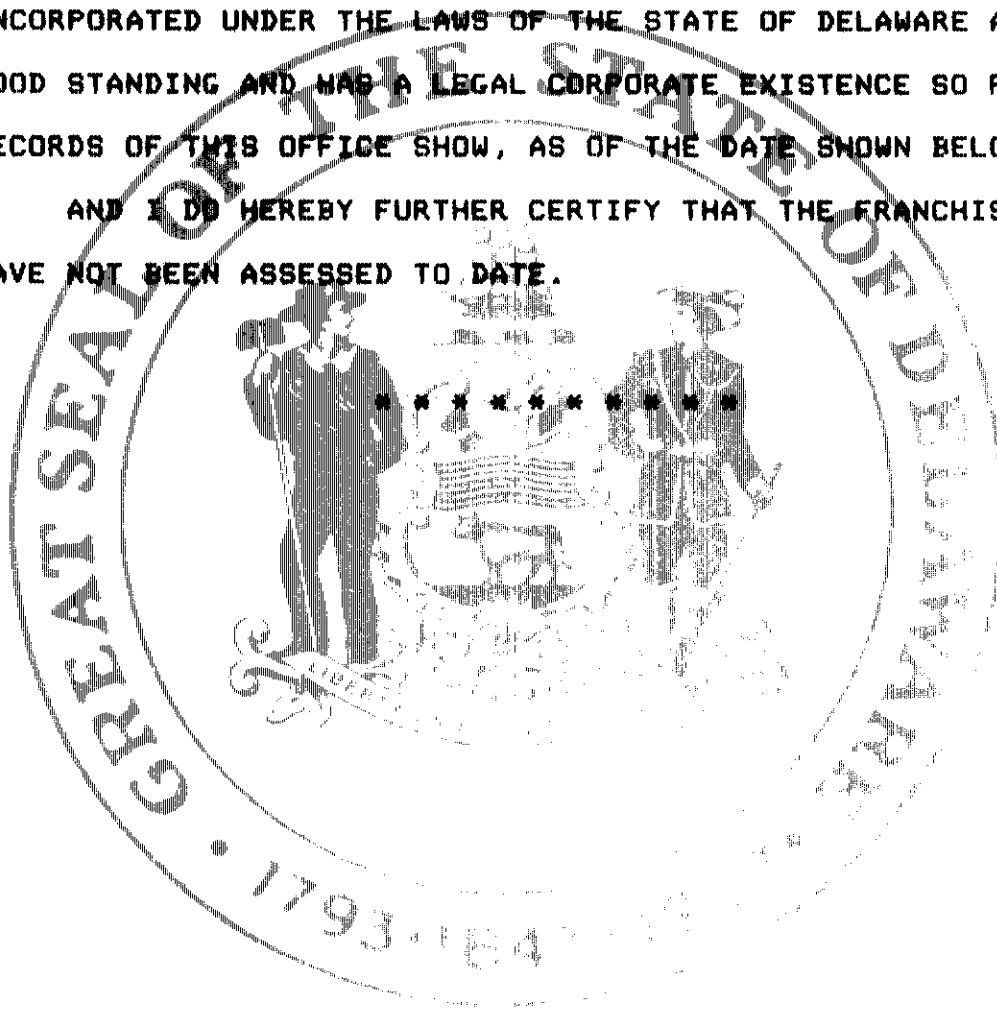
Office of the Secretary of State

MAY 28 1 02 PM '93

SECRETARY OF STATE

I, WILLIAM T. QUILLEN, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY CIRCLE K PROPERTIES, INC. IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE DATE SHOWN BELOW.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



William T. Quillen

William T. Quillen, Secretary of State

AUTHENTICATION: *3891738

DATE: 05/10/1993

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SECRETARY OF STATE
MAY 24, 1993

Secretary of State

Dear Sirs:

The Circle K Corporation and Circle K Convenience Stores, Inc. hereby give consent to the use of the name Circle K Properties, Inc. for purposes of qualification as a foreign corporation as set forth in the enclosed application.

Very truly yours,

The Circle K Corporation

By 

Gehl P. Babinec
Sr. Vice President and
General Counsel

Circle K Convenience Stores, Inc.

By 

Gehl P. Babinec
Sr. Vice President and
General Counsel

THE CIRCLE K CORPORATION

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