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Department of State

**CERTIFICATE OF AMENDMENT
OF**

CT ASSOCIATES, INC.

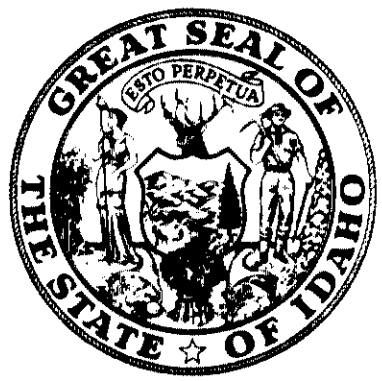
I PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby, certify that
duplicate originals of Articles of Amendment to the Articles of Incorporation of _____

CT ASSOCIATES, INC.

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
Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles
of Amendment.

Dated _____ **June 7** _____, 19**90**



Pete T. Cenarrusa
SECRETARY OF STATE

Corporation Clerk

AMENDMENT TO
ARTICLES OF INCORPORATION
OF

CT ASSOCIATES, INC.

RECEIVED
SEC. OF STATE
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The undersigned, acting as incorporators of a corporation under the Idaho Business Corporation Act, state that no shares of stock have been issued and hereby amend Articles THIRD, FIFTH, SIXTH, SEVENTH and EIGHTH of the corporation and adopt the following as Articles of Incorporation for such corporation:

FIRST: The name of the corporation is CT ASSOCIATES, INC.

SECOND: The period of its duration is perpetual.

THIRD: The corporation is a single-purpose corporation; the single purpose being the operation of one or more 7-Eleven stores in accordance with one or more 7-Eleven Store Franchise Agreements. This provision may not be amended except with the written consent of the Southland Corporation.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is 10,000 shares, all of which are to be no par value.

FIFTH: The following restrictive legend must appear clearly and legibly on the face of each stock certificate:

No shares of the corporation may be issued, encumbered, assigned, held or transferred except with the prior written approval of The Southland Corporation, a Texas corporation. However, shares may be owned by the fiduciary of the estate of a deceased shareholder pending an approved transfer. This provision may not be amended

except with the written consent of The Southland Corporation.

SIXTH: The address of the initial registered office of the corporation is 1224 Galena, Twin Falls, Idaho, and the name of its initial registered agent at such address is Chris Talkington.

SEVENTH: The number of directors constituting the initial board of directors of the corporation is one, and the name and address of the person who is to serve as director until the first annual meeting of shareholders or until their successors are elected and shall qualify:

<u>NAME</u>	<u>ADDRESS</u>
Chris Talkington	1224 Galena Twin Falls, Idaho 83301

EIGHTH: The name and address of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Chris Talkington	1224 Galena Twin Falls, Idaho 83301
Catherine Talkington	1224 Galena Twin Falls, Idaho 83301

DATED this 6th day of June, 1990.


Chris Talkington


Catherine Talkington

INCORPORATORS

STATE OF IDAHO

County of Twin Falls

)
) ss.
)

I, Thomas B. High, a Notary Public, do hereby certify that on this 6th day of June, 1990, personally appeared before me, CHRIS TALKINGTON and CATHERINE TALKINGTON, who being by me first duly sworn, severally declared that they are the persons who signed the foregoing document as incorporators and that the statements therein contained are true.



THOMAS B. HIGH
NOTARY PUBLIC - STATE OF IDAHO
Residing at Twin Falls, Idaho

[Signature]
NOTARY PUBLIC
My Commission Expires: 2/9/94