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SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION
OF
TAYLOR'S CONVENIENCE CENTER, INC.

The undersigned, acting as incorporator of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such Corporation.

ARTICLE I

NAME: The name of the Corporation is Taylor's Convenience Center, Inc.

ARTICLE II

DURATION: The duration of the corporation shall be perpetual.

ARTICLE III

PURPOSE AND POWERS: The purpose or purposes for which the corporation is organized are:

(a) To engage in the business of a convenience store and retail gas sales.

(b) To have all rights and powers normally ascribed to and incidental to said primary purpose and to business operations in general including, but not limited to; raising capital and operating monies; entering into, performing and carrying out contracts; entering into joint ventures or limited partnerships; acquiring, by purchase or otherwise, maintaining, developing, improving, financing, mortgaging, selling, renting, or exchanging such real property, equipment and other facilities as are needed by the Corporation, and to undertake all business transactions, functions and service ordinary and necessary to the business, as set forth above, or any other lawful business authorized under the laws of this State.

(c) To have as its purpose the pursuit and development of any other business opportunities that relate to its primary purpose, as set forth above.

(d) To engage in any other lawful activities permitted by the Idaho Business Corporation Act.

IDAHO SECRETARY OF STATE

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ARTICLE IV

AUTHORIZED SHARES: The aggregate number of shares of common voting stock which the Corporation shall have authority to issue is 10,000, all of which shall have a par value of \$1.00 per share.

ARTICLE V

REGISTERED OFFICE AND AGENT: The address of the Corporation's initial registration office is 900 Yakima, Filer, ID 83328 and the name of its initial registered agent at such address is Guy Taylor.

ARTICLE VI

DIRECTORS: The number of directors constituting the initial Board of Directors of the Corporation is two (2), and the name and address of the persons who are to serve as directors until the first annual meeting of shareholders or until his successors are elected and shall qualify are:

NAME	ADDRESS
Guy Taylor	900 Yakima, Filer, ID 83328
Julie Taylor	900 Yakima, Filer, ID 83328

INCORPORATORS: The name and address of the incorporators are:

NAME	ADDRESS
Guy Taylor	900 Yakima, Filer, ID 83328
Julie Taylor	900 Yakima, Filer, ID 83328

DATED: JULY 3, 1997.

Guy B Taylor
Guy Taylor

Julie Taylor
Julie Taylor

STATE OF IDAHO

)
) ss.

County of Twin Falls

On this 3rd day of July, 1997, before me, a Notary Public for Idaho, personally appeared Guy Taylor, known or identified to me to be the person who executed the foregoing instrument, and acknowledged to me that he executed the same.

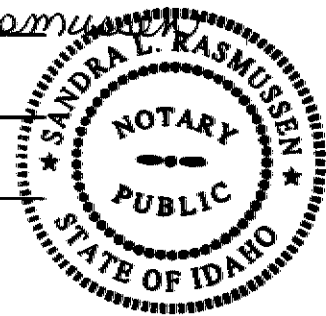
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year last above written.

NOTARY PUBLIC FOR IDAHO

Sandra L. Rasmussen

Residing at: Twin Falls, Idaho

My Commission expires 1/22/2002



STATE OF IDAHO

)
) ss.

County of Twin Falls

On this 3rd day of July, 1997, before me, a Notary Public for Idaho, personally appeared Julie Taylor, known or identified to me to be the person who executed the foregoing instrument, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year last above written.

NOTARY PUBLIC FOR IDAHO

Sandra L. Rasmussen

Residing at: Twin Falls, Idaho

My Commission expires 1/22/2002

