



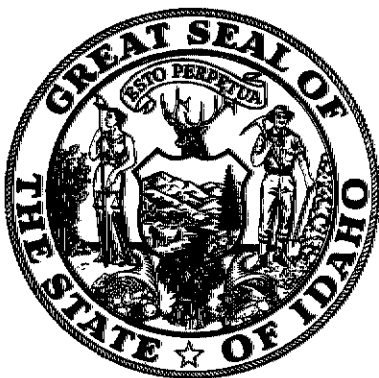
**CERTIFICATE OF INCORPORATION
OF**

MR. PETROL'S PANTRY, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed 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 Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: *June 30, 1986*



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION
OF

MR. PETROL'S PANTRY, INC.

RECEIVED
SEC. OF STATE
86 JUN 30 09 10 13

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned, all of whom are citizens of the United States of America and over the age of 21 years, do hereby associate ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and we do hereby certify:

I.

The name of the corporation shall be "MR. PETROL'S PANTRY, INC."

II.

Said corporation shall have a perpetual existence unless dissolved pursuant to the statutes of the State of Idaho.

III.

Said corporation is organized to transact any and all lawful business for which corporations may be incorporated under the Idaho Business Corporations Act.

IV.

The total number of authorized shares of the capital stock of this corporation is 3,000 shares of common stock, all of which shall be without nominal or par value, nonassessable, and of the same class. Such stock may be issued from time to time without action by the stockholders, for such consideration as

may be fixed from time to time by the Board of Directors, and such shares so issued, the full consideration for which has been paid or delivered, shall be deemed fully paid stock and the holder of such shares shall not be liable for any further payment thereon.

V.

The address of said corporation's initial registered office is 850 East Center, Pocatello, Idaho 83201, and its initial registered agent at such address is Vern E. Herzog, Jr.

VI.

The initial Board of Directors shall consist of the following persons who shall serve as Directors until the first annual meeting of shareholders, or until their successors be elected and qualified:

Vern E. Herzog, Jr.	4891 Mohawk Dr. Pocatello, Idaho 83204
Linda L. Pixton	210 South 18th Pocatello, Idaho 83201
Margaret H. Herzog	4891 Mohawk Dr. Pocatello, Idaho 83204

VII.

The name and address of each incorporator are as follows:

Vern E. Herzog, Jr.	4891 Mohawk Dr. Pocatello, Idaho 83204
Linda L. Pixton	210 South 18th Pocatello, Idaho 83201
Margaret H. Herzog	4891 Mohawk Dr. Pocatello, Idaho 83204

IN WITNESS WHEREOF, We have hereunto set our hands and

seals this 24 day of June, 1986.


VERN E. HERZOG, JR.

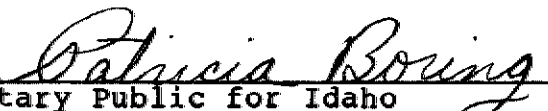

LINDA L. PIXTON


MARGARET H. HERZOG

STATE OF IDAHO)
 SS
County of Bannock)

On this 24 day of June, 1986, before me, the undersigned Notary Public in and for said State, personally appeared Vern E. Herzog, Jr., Linda L. Pixton, and Margaret H. Herzog, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

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


Notary Public for Idaho
Residing at: Pocatello, Idaho