

ARTICLES OF INCORPORATION

OF

QUIK STOP, INC.

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

FILED **1** **NAME:** The name of the corporation is QUIK STOP, INC.

2. **DURATION:** The period of its duration is perpetual.

3. **PROFIT:** This is a profit corporation.

4. **PURPOSES:** The purpose or purposes for which the corporation is organized is to acquire, own and operate a convenience store and gas station business and do all things incidental thereto and for the transaction of any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

5. **SHARES AUTHORIZED:** The aggregate number of shares which the corporation shall have authority to issue is 1000 shares of no par value common stock.

6. PRE-EMPTIVE RIGHTS: Shareholders shall have pre-emptive rights to acquire unissued or treasury stock or securities convertible into or carrying a right to subscribe to or acquire shares.

7. **BUSINESS AFFAIRS:** Provisions for the regulation of the internal affairs of the corporation are such as may be provided by the corporation's By Laws, including restrictions on the transfer of shares.

8. REGISTERED AGENT AND OFFICE: The initial registered agent is: ROYCE M. BROWN, and the initial registered office is: 111 N. Hooper Avenue, Soda Springs, Idaho 83276.

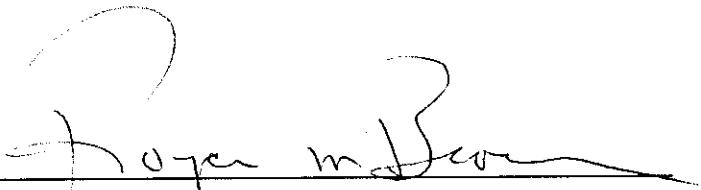
9. **BOARD OF DIRECTORS:** There shall be no Board of Directors. Pursuant to Idaho Code §§ 30-1-801 and 30-1-732 the powers and duties conferred or imposed upon the Board of Directors by the Idaho Business Corporation Act shall be exercised or performed by the officers of the corporation elected by the shareholders as provided by the corporation's By Laws.

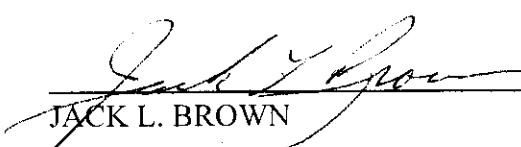
10. INCORPORATORS: The name and address of each incorporator is:

Royce M. Brown
111 N. Hooper Avenue
P.O. Box 65
Soda Springs, Idaho 83276

Jack L. Brown
111 N. Hooper Avenue
P.O. Box 65
Soda Springs, Idaho 83276

DATED this 17 day of June, 2002.

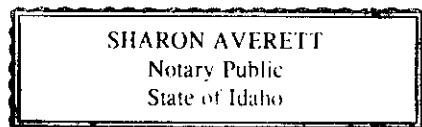

ROYCE M. BROWN


JACK L. BROWN

STATE OF IDAHO)
: ss
County of Caribou)

On this 17th day of June, 2002, before me, the undersigned, a Notary Public in and for said State, personally appeared Royce M. Brown and Jack L. Brown, known to me to be the persons whose names are subscribed to the foregoing and acknowledged to me that they executed the same.

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



(SEAL)

Sharon Averett
NOTARY PUBLIC FOR IDAHO,
Residing at: Soda Springs Id
My Commission Expires: 1-10-2006