

Document Number Only

382777

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City

State

Zip

Phone

904-222-1892

CORPORATION(S) NAME

100002603401--6
-07/31/98--01003--004
*****35.00 *****35.00

FILED
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98 JUL 30 PM 4:10
98 JUL 30 PM 3:59
SECRETARY OF STATE
DIVISION OF CORPORATION
TALLAHASSEE, FLORIDA

NUGGET OIL, INC.

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- NonProfit
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- Foreign
- Limited Partnership
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Please call Jeff Butterfield
if any problems/questions.

THANKS!

Amended & Restated



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 31, 1998

CT CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: NUGGET OIL, INC.
Ref. Number: 382777

WALK IN -
PICK-UP

We have received your document for NUGGET OIL, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please entitle your document Articles of Amendment or Amended and Restated Articles and not both. Please correct your document accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6908.

Teresa Brown
Corporate Specialist

Letter Number: 198A0004022

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DIVISION OF CORPORATION

ATTN: TERESA BROWN
Please back date

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
NUGGET OIL, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED

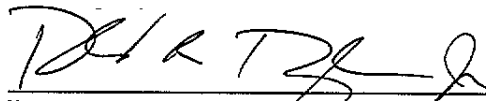
The undersigned corporation hereby submits these Articles of Incorporation for the purpose of integrating into one document its original Articles of Incorporation and all amendments thereto:

1. The name of the corporation is Nugget Oil, Inc.
2. Attached hereto as an exhibit are the Amended and Restated Articles of Incorporation, which contain amendments to the Articles of Incorporation requiring shareholder approval.
3. All amendments to the Articles of Incorporation and the Amended and Restated Articles of Incorporation of the corporation were adopted by unanimous consent by the shareholders of the corporation on the 30 day of July, 1998, in the manner prescribed by law.

This the 30 day of July, 1998.

NUGGET OIL, INC.

By:



Donald R. Draughon, Jr., President

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
NUGGET OIL, INC.

Pursuant to Florida Statutes § 607.1007, the undersigned corporation hereby submits these Amended and Restated Articles of Amendment for the purpose of amending and restating the Articles of Incorporation of Nugget Oil, Inc.

ARTICLE I NAME

The name of this corporation is NUGGET OIL, INC.

ARTICLE II DURATION

This corporation shall have perpetual existence.

ARTICLE III PURPOSE

The purposes for which the corporation is organized are limited to:

1. To acquire, own, operate, sell, convey and manage those certain assets used in the Corporation's convenience store business at those locations shown on the attached Exhibit A (the "Subject Assets").
2. To borrow money and guarantee the payment thereof and to grant mortgages or otherwise convey interests in and encumber the Subject Assets or portions thereof, but only in accordance with these Articles of Incorporation and in furtherance if any or all of the objects of the Corporation's business.
3. To acquire, own and hold all of the outstanding stock of Nugget C-Marts, Inc., a Florida corporation ("Nugget C-Marts"), and transacting any and all lawful business for which corporations may be incorporated under the laws of the state of Florida that is incidental and necessary or appropriate to the foregoing;
4. To provide management and administrative services to and for Nugget C-Marts;

5. To enter into and perform contracts of any kind necessary to, or in connection with, or incidental to, the management and operation of the Subject Assets and Nugget C-Marts and the Corporation's business, but only in accordance with these Articles of Incorporation and in furtherance of any or all of the objects of the Corporation's business;

6. To do all things necessary, advisable or desirable in connection with the foregoing or otherwise contemplated and permitted by these Articles of Incorporation.

ARTICLE IV RESTRICTIONS

Notwithstanding any other provision in these Articles of Incorporation and any provision of law that otherwise so empowers the Corporation, until such time as all obligations of this Corporation represented by a note (the "Note") payable to Enterprise Mortgage Acceptance Company, LLC (together with its successors and/or assigns, the "Lender") and secured by Mortgages and Assignments of Rents (the "Instrument") on the properties more particularly described therein (the "Property") and by other related loan documents, in each case in favor of the Lender (collectively with the Instrument, the "Loan Documents"), shall be discharged and the lien of the Instrument and other Loan Documents shall be released from the Property, the Corporation shall not, without (i) the unanimous vote of the directors of the Corporation and (ii) the prior written consent of the Lender, do any of the following:

(a) take any action or suffer to exist any circumstance that would constitute an "Event of Default" under the Instrument or any of the other Loan Documents evidencing or securing the obligations secured by the Instrument;

(b) take any action or suffer to exist any circumstance, that would not be in compliance with the terms and conditions of Section III(s) of the Loan Agreement between the Corporation and Lender;

(c) amend, alter, change or repeal any provisions of these Articles of Incorporation;

(d) dissolve or liquidate, in whole or in part, consolidate or merge with or into any other entity, or convey, sell or transfer its properties and assets substantially as an entity to any entity except as otherwise may be permitted by the Instrument;

(e) engage in any business unrelated to its ownership of the Subject Assets or its interest in Nugget C-Marts;

(f) own any assets other than those related to, or derived from the Subject Assets or its interest in Nugget C-Marts;

(g) incur any indebtedness other than the debt secured by the Instrument, unsecured trade payables and other ordinary operating expenses; or

(h) file a voluntary or involuntary petition or otherwise initiate proceedings for the Corporation to be adjudicated insolvent or seek an order for relief as a debtor under any chapter of the United States Bankruptcy Code, as amended (11 U.S.C. §§ 101 et seq.), or file any petition seeking any composition, reorganization, readjustment, liquidation, dissolution or similar relief for the Corporation under the present or any future federal bankruptcy laws or any other present or future applicable federal, state or other statute or law relative to bankruptcy, insolvency or other relief for debtors; or seek the appointment of any trustee, receiver, conservator, assignee, sequestrator, custodian, liquidator (or other similar official) of the Corporation or of all or any substantial part of the properties and assets of the Corporation, or make any general assignment for the benefit of its creditors, or admit in writing its inability to pay its debt generally as they become due, or declare or effect a moratorium on its debts or take any corporate action in furtherance of any such action, or consent to or acquiesce in any of the foregoing actions.

ARTICLE V CAPITAL STOCK

This Corporation is authorized to issue 100,000 shares of \$1.00 par value common stock which shall be designated as "common shares."

ARTICLE VI PRINCIPAL OFFICE, REGISTERED AGENT AND OFFICE

The street address of the office of this Corporation is 100 Old Milligan Road, Crestview, Florida, 32536 and its mailing address is P.O. Box 1297, Crestview, Florida, 32536. The name of the registered agent of this Corporation is James S. Campbell, Beggs & Lane and his address is 3 West Garden Street, 6th Floor, Pensacola, Florida 32501.

ARTICLE VII BOARD OF DIRECTORS

This Corporation shall have at least four directors. The number of directors may be either increased or diminished from time to time as provided in the By-Laws.

ARTICLE VIII INDEPENDENT DIRECTOR

The Corporation's board of directors shall at all times have at least one member (an "Independent Director") who is not an employee, an officer, a director or a shareholder of the Corporation or its affiliates. In addition, no Independent Director shall be an owner of any of the outstanding stock of the Corporation or any affiliate of the Corporation, and no Independent Director may be related by blood or marriage to an employee, officer, director or owner of any interest in the Corporation, or any of its affiliates or have received, and was not a member or employee of a firm or other business that has received, from the Corporation or any of its affiliates in any year within five (5) years immediately preceding or any year during his incumbency as a

director, fees or other income in excess of one percent of the gross income, for any applicable year, of such person, firm or business. In the event of the death, incapacity, resignation or removal of an Independent Director, the Corporation's board of directors shall promptly appoint a replacement Independent Director. No Independent Director shall, with regard to any action to be taken under or in connection with Article IV above, owe a fiduciary duty or other obligation to the shareholders, and every shareholder shall consent to the foregoing by virtue of such shareholder's purchase of shares of stock of the Corporation, no further act or deed of any shareholder being required to evidence such consent. Instead, such director's fiduciary duty or other obligations with regard to such action under or in connection with Article IV above shall be owed to the Corporation and its creditors. In addition, no Independent Director may be removed unless his or her successor has been elected and that successor complies with the requirements of this Article.

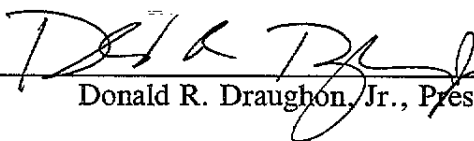
ARTICLE IX

The name and address of the person signing these Amended and Restated Articles is as follows:

Donald R. Draughon, Jr., President
Nugget Oil, Inc.
4117 N. Roxboro Road, Suite 130
Durham, North Carolina 27704

IN WITNESS WHEREOF, the undersigned subscriber has executed these Amended and Restated Articles of Incorporation this 30 day of July, 1998.

NUGGET OIL, INC.

By: 
Donald R. Draughon, Jr., President

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the following is submitted: That Nugget Oil, Inc., desiring to amend and restate its articles of incorporation or qualify under the laws of the State of Florida, with its principal place of business at 100 Old Milligand Road, Crestview, Florida 32536, has named James S. Campbell, Beggs & Lane, 3 West Garden Street, 6th Floor, Pensacola, Florida 32501, as its agent to accept service of process within Florida.

NUGGET OIL, INC.

By 
Donald R. Draughon, Jr.
Its President

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


James S. Campbell

**EXHIBIT A to
AMENDED AND RESTATED ARTICLES OF INCORPORATION
of
NUGGET OIL, INC.**

<u>Store Number</u>	<u>Location</u>	<u>County</u>
2	2639 Highway 231, Cottondale, FL 32431	Jackson
4	1323 Lewis Turner Boulevard, Wright, FL 32548	Okaloosa
6	201 Highway 98, Destin, FL 32541	Okaloosa
7	1247 North Elgin Parkway, Shalimar, FL 32579	Okaloosa
8	880 James Lee Boulevard, Crestview, FL 32536	Okaloosa
9	510 Ferdon Boulevard, Crestview, FL 32536	Okaloosa
10	187 John Sims Parkway, Niceville, FL 32578	Okaloosa
11	618 Elgin Parkway, Ocean City, FL 32548	Okaloosa
12	3925 South Ferdon Boulevard, Crestview, FL 32539	Okaloosa
14	245 Miracle Strip Parkway, Fort Walton Beach, FL 32548	Okaloosa
15	73 John Sims Parkway, Valparaiso, FL 32580	Okaloosa
16	2760 Avalon Boulevard, Avalon Beach, FL 32570	Santa Rosa
17	I-10 & 81 Ponce de Leon, FL 32455	Holmes
18	3051 South Ferdon Boulevard, Crestview, FL 32539	Okaloosa
19	BWB, 4200 East Highway 20, Niceville, FL 32578	Okaloosa
20	300 Caroline NE, Milton, FL 32570	Santa Rosa
21	BWB, 4580 Highway 20, Niceville, FL 32578	Okaloosa
22	6218 East Highway 98, Parker, FL 32401	Bay
24	5 East 15th Street, Panama City, FL 32405	Bay
27	5009 Highway 87, Milton, FL 32570	Santa Rosa
28	813 N. Ferdon Boulevard, Crestview, FL 32536	Okaloosa
29	168 North Elgin Parkway, Cinco Bayou, FL 32548	Okaloosa
30	771 W. Nelson, De Funiak Springs, FL 32433	Walton
34	3229 E. Highway 98, Springfield, FL 32401	Bay
35	220 Highway 71, Marianna, FL 32446	Jackson
36	2214 Highway 71, Marianna, FL 32446	Jackson
38	6026 North 9th Avenue, Pensacola, FL 32504	Escambia
39	427 Beverly Parkway, Pensacola, FL 32504	Escambia
40	8720 Pensacola Boulevard, Pensacola, FL 32504	Escambia
41	6140 Mobile Highway, Pensacola, FL 32526	Escambia
42	210 Highway 29, Cantonment, FL 32533	Escambia
43	4367 Loglake Road, Holt, FL 32564	Okaloosa
44	956 Highway 20 East, Freeport, FL 32439	Walton
45	3402 Highway 19 South, Perry, FL 32347	Taylor
47	1004 East Highway 98, Destin, FL 32541	Okaloosa
48	2901 Golf Breeze Parkway, Gulf Breeze, FL 32561	Santa Rosa
49	1302 Freeport Road, De Funiak Springs, FL 32433	Walton
50	Route 1, Lamont, FL 32336	Jefferson
51	43 Spooner Road, Quincy, FL 32351	Gadsden
52	1198 North Elgin Parkway, Shalimar, FL 32579	Okaloosa
53	191 Northeast Elgin Parkway, Cinco Bayou, FL 32548	Okaloosa
54	729 Gulf Breeze Parkway, Gulf Breeze, FL 32561	Santa Rosa
55	5048 Bayou Boulevard, Pensacola, FL 32504	Escambia
56	100 South Navy Boulevard, Pensacola, FL 32507	Escambia
57	6718 Highway 96 West, Panama City, FL 32407	Bay
58	5995 Mobile Highway, Pensacola, FL 32526	Escambia
59	1251 Jackson Avenue, Chipley, FL 32428	Washington
60	7815 North Davis Highway, Pensacola, FL 32504	Escambia
61	900 East Cervantes Street, Pensacola, FL 32506	Escambia