

05-04-2001



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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

Form PTO-1594 (Rev. 03/01) **425.01**
OMB No. 0651-0027 (exp. 5/31/2002)
Tab settings ⇌ ⇌ ⇌ ▼ ▼ ▼ ▼ ▼ ▼ ▼

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
The Southland Corporation

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other _____

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: 7-Eleven, Inc.

Internal Address: 2711 N. Haskell Avenue
Street Address: 2711 N. Haskell Avenue
City: Dallas State: Texas Zip: 75204

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Texas
 Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: April 28, 1999

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)
2217399; 2121781; 1651459; 1649087;
2184216; 2100028; and 1647766

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Lindsey D. Barnes

Internal Address: Wildman, Harrold, Allen & Dixon

Street Address: 225 West Wacker Drive

City: Chicago State: IL Zip: 60606

6. Total number of applications and registrations involved: 7

7. Total fee (37 CFR 3.41).....\$ 190.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
23-2126

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Lindsey D. Barnes *Lindsey D. Barnes* April 20, 2001
Name of Person Signing Signature Date

3

Total number of pages including cover sheet, attachments, and document:
Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231



The State of Texas

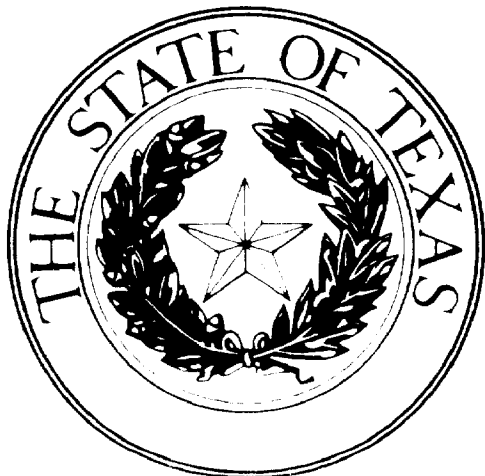
SECRETARY OF STATE

IT IS HEREBY CERTIFIED that the attached is/are true and correct copies of the following described document(s) on file in this office:

7-ELEVEN, INC.
FORMERLY: THE SOUTHLAND CORPORATION
CHARTER #179090-00

ARTICLES OF AMENDMENT

FILE DATE: APRIL 29, 1999
EFFECTIVE DATE: APRIL 30, 1999



IN TESTIMONY WHEREOF, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in the City of Austin, on April 30, 1999.

Elton Bomer
Secretary of State

PH

TRADEMARK
REEL: 002285 FRAME: 0630

ARTICLES OF AMENDMENT
TO THE
SECOND RESTATED ARTICLES OF INCORPORATION OF
THE SOUTHLAND CORPORATION

FILED
In the Office of the
Secretary of State of Texas
APR 29 1999
Corporations Section

Pursuant to the provisions of the Texas Business Corporation Act, THE SOUTHLAND CORPORATION, a corporation organized under the laws of the State of Texas, hereby amends its Second Restated Articles of Incorporation (the "Articles of Incorporation") and for that purpose, submits the following statement:

ARTICLE ONE

The name of the corporation is The Southland Corporation.

ARTICLE TWO

Article One of the Articles of Incorporation is hereby amended and the full text of Article One, as amended, is as follows:

"The name of the Corporation is "7-Eleven, Inc."

ARTICLE THREE

The amendment to the Articles of Incorporation was adopted by a vote of the shareholders of the corporation on April 28, 1999.

ARTICLE FOUR

The number of shares of the corporation outstanding at the time of such adoption was 409,961,233; and the number of shares entitled to vote thereon was 409,941,168.

The designation and number of shares of each class or series entitled to vote thereon as a class or series were as follows:

Class or Series	Number of Shares Outstanding and Entitled to Vote
None	

ARTICLE FIVE

The number of shares voted for such amendment was 349,690,410 and the number of shares voted against such amendment was 159,879.

The number of shares of each class or series entitled to vote as a class or series voted for or against such amendment as follows:

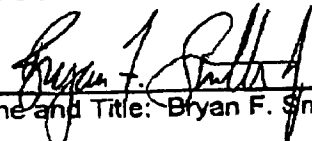
Class or Series	Number of Shares Voted	
	For	Against
None		

ARTICLE SIX

The effective date of this amendment shall be April 30, 1999.

Dated the 28th day of April, 1999.
(to be effective April 30, 1999)

THE SOUTHLAND CORPORATION

By: 
Name and Title: Bryan F. Smith, Jr. - Senior Vice President