

08-17-2001



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TRADEMARKS ONLY

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TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

**Submission Type**

New

Resubmission Document ID #  (Non-Recordation)

Correction of PTO Error  
Reel #  Frame #

Corrective Document  
Reel #  Frame #

**Conveyance Type**

Assignment  License

Security Agreement  Nunc Pro Tunc Assignment

Merger  Effective Date  
Month Day Year

Change of Name

Other

**Conveying Party**

Mark if additional names of conveying parties attached

Name  Execution Date

Formerly

Individual  General Partnership  Limited Partnership  Corporation  Association

Other

Citizenship/State of Incorporation/Organization

**Receiving Party**

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

Individual  General Partnership  Limited Partnership  If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment).

Corporation  Association

Other

Citizenship/State of Incorporation/Organization

**FOR OFFICE USE ONLY**

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02 FC:482 25.00 (0)

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Mail documents to be recorded with required cover sheet(s) information to:  
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

**Domestic Representative Name and Address**

Enter for the First Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Correspondent Name and Address**

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Pages**

Enter the total number of pages of the attached conveyance document including any attachments.

#

**Trademark Application Number(s) or Registration Number(s)**

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

**Trademark Application Number(s)**

**Registration Number(s)**

|                                       |                      |                      |
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**Number of Properties**

Enter the total number of properties involved.

#

**Fee Amount**

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number: #

Authorization to charge additional fees: Yes  No

**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. Charges to deposit account are authorized, as indicated herein.

Eden N. Pimentel

Name of Person Signing

Signature

Date Signed

State of Delaware  
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"LIL' CHAMP FOOD STORES, INC.", A FLORIDA CORPORATION,  
WITH AND INTO "THE PANTRY, INC." UNDER THE NAME OF "THE PANTRY, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SIXTH DAY OF JUNE, A.D. 2001, AT 3:15 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE TWENTY-EIGHTH DAY OF JUNE, A.D. 2001, AT 5 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1214921

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DATE: 06-27-01

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REEL: 002350 FRAME: 0361

**THE PANTRY, INC.  
LIL' CHAMP FOOD STORES, INC.**

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**STATE OF DELAWARE  
CERTIFICATE OF OWNERSHIP AND MERGER**

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Pursuant to section 253 of the General Corporation Law of the State of Delaware, which permits the merger of subsidiaries of a corporation with and into a parent corporation where one of the corporations is organized and existing under the laws of Delaware, The Pantry, Inc. (the "Corporation"), a corporation organized and existing under the laws of the State of Delaware, does hereby certify:

FIRST, that the Corporation was incorporated on the 13<sup>th</sup> day of July, 1987, pursuant to the General Corporation Law of the State of Delaware.

SECOND, that the Corporation owns all five hundred (500) of the issued and outstanding shares of common stock, \$1.00 par value per share, of Lil' Champ Food Stores, Inc., a corporation incorporated on the 23<sup>rd</sup> day of February, 1966 pursuant to the Florida Business Corporation Act, and having no class of stock outstanding other than said common stock.

THIRD, that the Corporation, on June 25, 2001, by the unanimous written consent of its Board of Directors, a copy of which is attached hereto as Attachment A, determined to, and, effective upon the filing of this Certificate of Ownership and Merger with the Secretary of State of Delaware, hereby does, merge Lil' Champ Food Stores, Inc into the Corporation.

FOURTH, that the laws of Florida permit the merger authorized by the Corporation's Board of Directors.

FIFTH, that after the merger, the name of the surviving corporation shall be The Pantry, Inc.

SIXTH, that the Certificate of Incorporation and the Bylaws of the Corporation prior to the merger shall be the Certificate of Incorporation and the Bylaws of the Corporation after the merger without any change or amendment.

SEVENTH, that this Certificate of Ownership and Merger shall be effective upon the 28<sup>th</sup> day of June, 2001 at 5:00 p.m.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be signed by Peter J. Sodini, its President and Chief Executive Officer, and attested by William T. Flyg, its Secretary, who do hereby make this Certificate, hereby declaring, certifying and acknowledging under penalties of perjury that the facts herein stated are true and that this Certificate is their act

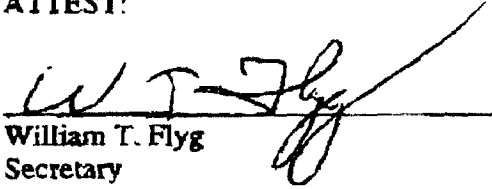
and deed, and accordingly have hereunto set their hands, this the 25 day of June 2001.

The Pantry, Inc

By: \_\_\_\_\_

Peter J. Sodini  
President and Chief Executive Officer

ATTEST:

  
\_\_\_\_\_  
William T. Flyg  
Secretary

[Corporate Seal]

**ATTACHMENT A**  
**CONSENT OF DIRECTORS OF THE PANTRY, INC.**

**THE PANTRY, INC.**

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**UNANIMOUS WRITTEN CONSENT OF  
THE BOARD OF DIRECTORS TO  
ACTION WITHOUT A MEETING**

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WE, THE UNDERSIGNED, being all the members of the board of directors of The Pantry, Inc. (the "Corporation"), a corporation organized and existing under the laws of the State of Delaware, do hereby adopt the following resolutions pursuant to Section 141 of the General Corporation Law of the State of Delaware as of June 25, 2001:

WHEREAS, the Corporation is the legal and beneficial owner of all the issued and outstanding shares of common stock of Lil' Champ Food Stores, Inc., a Florida corporation (the "Subsidiary"); and

WHEREAS, the Corporation desires to merge the Subsidiary into itself pursuant to the provisions of Section 253 of the Delaware General Corporation Law and Section 607.1104 of the Florida Statutes;

NOW, THEREFORE, IT IS RESOLVED, that effective upon the effective date of the filing of an appropriate Certificate of Ownership and Merger attaching a copy of these resolutions with the Secretary of State of Delaware and Articles of Merger with the Secretary of State of Florida, the Subsidiary shall merge with and into the Corporation which will assume all the obligations of the Subsidiary; and

RESOLVED, that the terms and conditions of the merger are as set forth in the Plan of Merger attached as Exhibit A; and

RESOLVED, that the officers of the Corporation be, and they hereby are, authorized to make and execute, under the corporate seal of the Corporation, a Certificate of Ownership and Merger setting forth a copy of these resolutions providing for the merger of the Subsidiary into the Corporation, and the date of adoption thereof, and to file the same with the Secretary of State of Delaware; and

RESOLVED, that the officers of the Corporation be, and they hereby are, authorized to make, execute, and file Articles of Merger providing for the merger of Lil' Champ Food Stores, Inc. into the Corporation, and to file the same with the Secretary of State of Florida; and

RESOLVED, that the officers of the Corporation be, and they hereby are, authorized to do all acts and things, whatsoever, whether within or without the state of Delaware, which may be in any way necessary or appropriate to effect said merger including, without limitation,

recording copies of appropriate filings with the Register of Deeds of counties in which the Subsidiary owns real property; and

This document is to be filed with the minutes of the Corporation, and the actions set forth in the foregoing resolutions shall have the same force and effect as if taken at a duly constituted meeting of the board of directors.

WITNESS the following signatures.

  
Peter J. Sodini, Director

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Charles P. Rullman, Director

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Jon D. Ralph, Director

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Todd W. Halloran, Director

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Peter Starrett, Director

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Edfred L. Shannon, Jr., Director

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Hubert E. Yarborough, III, Director

\_\_\_\_\_  
W. W. Webster, III, Director



recording copies of appropriate filings with the Register of Deeds of counties in which the Subsidiary owns real property; and

This document is to be filed with the minutes of the Corporation, and the actions set forth in the foregoing resolutions shall have the same force and effect as if taken at a duly constituted meeting of the board of directors.

WITNESS the following signatures.

\_\_\_\_\_  
Peter J. Sodini, Director

*Charles P. Rollman*  
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Charles P. Rollman, Director

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Jon D. Ralph, Director

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Todd W. Halloran, Director

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Peter Sneyd, Director

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Edfred I. Shannon, Jr., Director

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Hubert E. Warborough, III, Director

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W. W. Webster, III, Director

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This document is to be filed with the minutes of the Corporation, and the actions set forth in the foregoing resolutions shall have the same force and effect as if taken at a duly constituted meeting of the board of directors.

WITNESS the following signatures.

\_\_\_\_\_  
Peter J. Sedwa, Director

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Charles P. Rollman, Director

  
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Jon B. Ralph, Director

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Todd W. Halloran, Director

  
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Peter Starnat, Director

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Edfred L. Shannon, Jr., Director

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Hubert B. Yarbrough, III, Director

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W. W. Webster, III, Director

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Peter J. Sodini, Director

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Charles P. Rullman, Director

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Jon D. Ralph, Director

*Todd W. Halloran*  
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Todd W. Halloran, Director

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Peter Sturatt, Director

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Edfred L. Shannon, Jr., Director

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Hubert E. Yarborough, III, Director

\_\_\_\_\_  
W. W. Webster, III, Director

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Todd W. Halloran, Director

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Peter Starrett, Director

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Edfred L. Shannon, Jr., Director

  
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Hubert E. Yarbrough, III, Director

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W. W. Webster, III, Director

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Peter Starrett, Director

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Edfred L. Shannon, Jr., Director

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Hubert E. Yarborough, III, Director

  
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W. W. Webster, III, Director

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