

9.25.02

09-30-2002



Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)

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DEPARTMENT OF COMMERCE
S. Patent and Trademark Office

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):

Sandhills, Inc.

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

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

2. Name and address of receiving party(ies)

Name: The Pantry, Inc.

Internal

Address:

Street Address: 1801 Douglas Drive

City: Sanford State: NC Zip: 27330

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Delaware
- 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
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: 09/28/2000

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

A. Trademark Application No.(s) 76/120396

B. Trademark Registration No.(s)

Additional number(s) attached Yes No

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

Name: Michael E. Weddington

Internal Address: Smith, Anderson, Blount,

Dorsett, Mitchell & Jernigan, L.L.P.

Street Address: 2500 First Union Capitol Center

City: Raleigh State: NC Zip: 27601

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR 3.41).....\$ 40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature.

Michael E. Weddington

Name of Person Signing

Signature

September 25, 2002

Date

8

Total number of pages including cover sheet, attachments, and document:

09/27/2002 DBYRNE 00000199 76120396

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40.00 DP
Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

TRADEMARK
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OFFICE OF PUBLIC RECORDS
2002 SEP 25 AM 11:32
FINANCE SECTION

Office of the Secretary of State

I, EDWARD J. FREEL, 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:

"GLOBAL COMMUNICATIONS, INC.", A SOUTH CAROLINA CORPORATION,

"PH HOLDING CORPORATION", A NORTH CAROLINA CORPORATION,

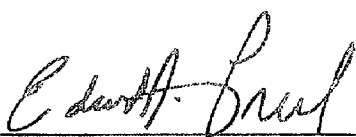
"SANDHILLS, INC.", A DELAWARE CORPORATION,

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-FIFTH DAY OF SEPTEMBER, A.D. 2000, AT 4:30 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 SEPTEMBER, A.D. 2000, AT 5 O'CLOCK P.M.

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




Edward J. Freel, Secretary of State

AUTHENTICATION: 0698637

DATE: 09-26-00

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**THE PANTRY, INC.
SANDHILLS, INC.
GLOBAL COMMUNICATIONS, INC.
PH HOLDING CORPORATION**

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

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 13th day of July, 1987, pursuant to the General Corporation Law of the State of Delaware.

SECOND, that the Corporation owns all 1,000 of the issued and outstanding shares of common stock, \$0.01 par value per share, of Sandhills, Inc., a corporation incorporated on the 24th day of November, 1992 pursuant to the General Corporation Law of the State of Delaware, and having no class of stock outstanding other than said common stock.

THIRD, that the Corporation owns all 100 of the issued and outstanding shares of common stock, no par value per share, of Global Communications, Inc., a corporation incorporated on the 9th day of January, 1996 pursuant to the South Carolina Business Corporation Act, and having no class of stock outstanding other than said common stock.

FOURTH, that the Corporation owns all 100,000 of the issued and outstanding shares of common stock, no par value per share, of PH Holding Corporation, a corporation incorporated on the 1st day of November, 1993 pursuant to the North Carolina Business Corporation Act, and having no class of stock outstanding other than said common stock.

FIFTH, that the Corporation, on September 20, 2000, 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 Sandhills, Inc., Global Communications, Inc. and PH Holding Corporation into the Corporation.

SIXTH, that the laws of North Carolina and the laws of South Carolina permit the merger authorized by the Corporation's Board of Directors.

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

EIGHTH, 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 of the Corporation after the merger without any change or amendment.

NINTH, that this Certificate of Ownership and Merger shall be effective upon the 28th day of September, 2000 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 20th day of September, 2000.

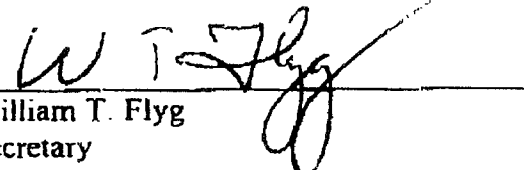
The Pantry, Inc.

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.

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

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 September 20, 2000:

WHEREAS, the Corporation is the legal and beneficial owner of all of the issued and outstanding shares of common stock of Sandhills, Inc., a Delaware corporation, Global Communications, Inc., a South Carolina corporation, and PH Holding Corporation, a North Carolina corporation (each a "Subsidiary" and collectively the "Subsidiaries"); and

WHEREAS, the Corporation desires to merge each of the Subsidiaries into itself pursuant to the provisions of Section 253 of the Delaware General Corporation Law, Section 33-11-104 of the South Carolina Business Corporation Act, and Section 55-11-04 of the North Carolina Business Corporation Act;

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, Articles of Merger with the Secretary of State of South Carolina, and Articles of Merger with the Secretary of State of North Carolina, the Subsidiaries shall merge with and into the Corporation which will assume all of the obligations of the Subsidiaries; 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 Subsidiaries 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 Global Communications, Inc. into the Corporation, and to file the same with the Secretary of State of South Carolina; 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 P H Holding Corporation into the Corporation, and to file the same with the Secretary of State of North Carolina; 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 any 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.

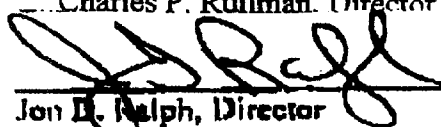
WITNESS the following signatures.




Peter J. Sodini, Director




Charles P. Rullman, Director



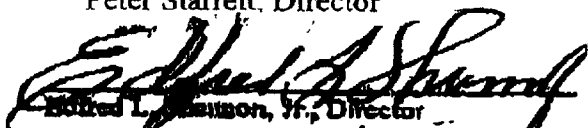
Jon H. Ralph, Director



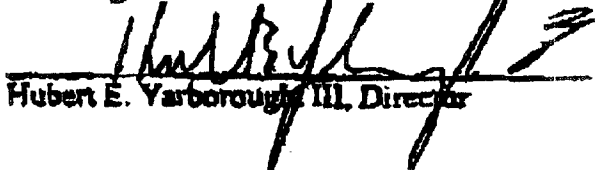
Todd W. Halloran, Director



Peter Starrett, Director



Edward L. Johnson, Jr., Director



Hubert E. Yarborough III, Director

EXHIBIT A
PLAN OF MERGER

1. Sandhills, Inc., a Delaware corporation, Global Communications, Inc., a South Carolina corporation, and PH Holding Corporation, a North Carolina corporation (the "Merging Corporations") are wholly-owned subsidiaries of The Pantry, Inc. a Delaware corporation (the "Surviving Corporation").

2. The Merging Corporations will merge into the Surviving Corporation.

3. After the merger, the Surviving Corporation will continue to have the name The Pantry, Inc.

4. The merger of the Merging Corporations into the Surviving Corporation will be effected pursuant to the terms and conditions of this Plan. Upon the merger becoming effective, the corporate existence of the Merging Corporations will cease, and the corporate existence of the Surviving Corporation will continue. The time when the merger becomes effective is referred to in this Plan as the "Effective Time."

5. At the Effective Time, the outstanding shares of the corporations participating in the merger will be converted and exchanged as follows:

(a) **Surviving Corporation:** The outstanding shares of the Surviving Corporation will not be converted, exchanged or altered in any manner as a result of the merger and will remain outstanding as shares of the Surviving Corporation.

(b) **Merging Corporation:** Each outstanding share of each of the Merging Corporations shall be canceled as a result of the merger.

6. The Certificate of Incorporation of the Surviving Corporation is not amended under this Plan.

7. After approval of this Plan by the Board of Directors of the Surviving Corporation, and at any time before the merger's Effective Time, the Board of Directors of the Surviving Corporation may, in their discretion, abandon the merger.