

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	07/26/1993

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
THE CIRCLE K CORPORATION		07/26/1993	CORPORATION: TEXAS

RECEIVING PARTY DATA

Name:	CIRCLE K CONVENIENCE STORES, INC.
Street Address:	350 N. St. Paul Street
City:	Dallas
State/Country:	TEXAS
Postal Code:	75201
Entity Type:	CORPORATION: TEXAS

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	874444	U-TOTE'M

CORRESPONDENCE DATA

Fax Number: (312)698-2064
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 312-861-8617
 Email: judy.a.krason@bakernet.com
 Correspondent Name: Leslie Bertagnolli, Baker & McKenzie LLP
 Address Line 1: 130 East Randolph Drive, Suite 3500
 Address Line 2: One Prudential Plaza
 Address Line 4: Chicago, ILLINOIS 60601

NAME OF SUBMITTER:	Leslie Bertagnolli
Signature:	/leslie bertagnolli/
Date:	04/07/2005

CH \$40.00 874444

Total Attachments: 6

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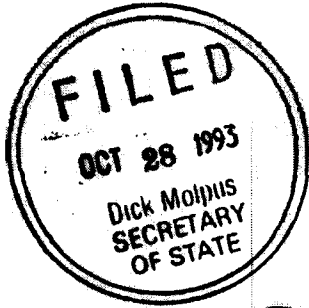
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The State of Texas

SECRETARY OF STATE

The undersigned, as Secretary of State of the State of Texas, **HEREBY CERTIFIES** that the attached is a true and correct copy of the following described instruments on file in this office:

Articles of Merger for **THE CIRCLE K CORPORATION**, a Texas corporation, and **CIRCLE K CONVENIENCE STORES, INC.**, a Texas corporation, for which a Certificate of Merger was issued on July 26, 1993; that according to the terms of the Merger the surviving corporation is **CIRCLE K CONVENIENCE STORES, INC.**, a Texas corporation, which changed its name to **THE CIRCLE K CORPORATION**.



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 October 7, 1993.

John Hannah Jr
Secretary of State

DH

TRADEMARK

REEL: 003061 FRAME: 0764



The State of Texas

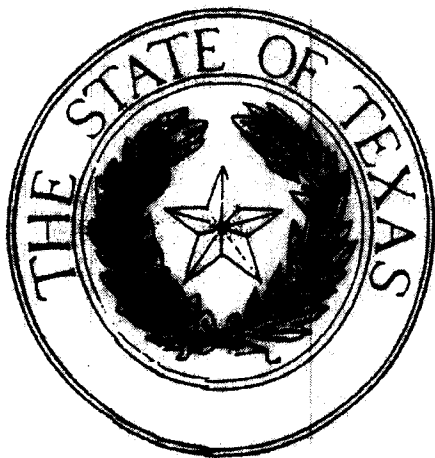
SECRETARY OF STATE

IT IS HEREBY CERTIFIED, that
Articles of Incorporation
of

THE CIRCLE K CORPORATION
FORMERLY: CIRCLE K CONVENIENCE STORES, INC.

were filed in this office and a certificate of incorporation was issued on
JUNE 8, 1951;

IT IS FURTHER CERTIFIED, that no certificate of dissolution has been issued, and
that the corporation is still in existence.



*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 January 25, 1994.*

John Hannah Jr.
Secretary of State

PH



The State of Texas

SECRETARY OF STATE

CERTIFICATE OF RESTATED ARTICLES OF INCORPORATION OF

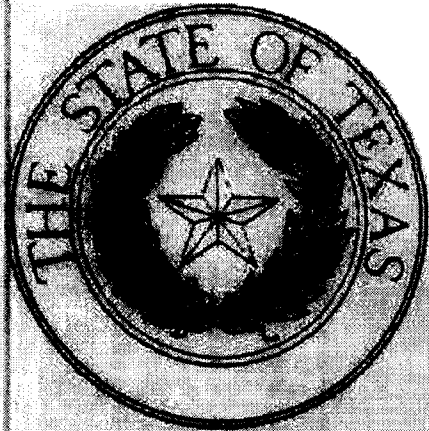
THE CIRCLE K CORPORATION

The undersigned, as Secretary of State of Texas, hereby certifies that the attached Restated Articles of Incorporation for the above named corporation have been received in this office and are found to conform the law.

ACCORDINGLY the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Restated Articles of Incorporation.

Dated: October 15, 1993

Effective: October 15, 1993



John Hannah Jr.
Secretary of State

LC

RESTATED ARTICLES OF INCORPORATION
OF
THE CIRCLE K CORPORATION

OCT 15 1993

Corporations Section

The Circle K Corporation, pursuant to Article 4.07 of the Texas Business Corporation Act, hereby adopts the following Restated Articles of Incorporation which contain no amendment to any provision of and accurately copy the articles of incorporation and all amendments thereto that are in effect to date. These Restated Articles of Incorporation shall supersede such articles of incorporation and all amendments thereto.

ARTICLE ONE

The name of this corporation is "THE CIRCLE K CORPORATION.

ARTICLE TWO

The period of the corporation's duration is perpetual.

ARTICLE THREE

The purpose for which the corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Texas Business Corporation Act.

ARTICLE FOUR

The aggregate number of shares which the corporation shall have authority to issue is twelve million (12,000,000) shares of Common Stock of the par value of One Dollar (\$1.00) per share.

ARTICLE FIVE

No Shareholder of the corporation shall, by reason of such Shareholder holding shares of any class, have any preemptive or preferential right to purchase or subscribe for any shares of any class of the corporation, now or hereafter to be authorized, or any notes, debentures, bonds, or other securities convertible into or carrying options or warrants to purchase shares of any class, now or hereafter to be authorized, whether or not the issuance or sale of any such shares, or such notes, debentures, bonds, or other securities, would adversely affect the dividend or voting rights of such Shareholder of the corporation, other than such rights, if any, as the board of directors, in its discretion, may grant to the shareholders to purchase such additional, unissued, or treasury securities; and the corporation may issue or sell additional unissued or treasury shares of any class of the corporation, or any notes, debentures, bonds, or other securities convertible into or carrying options or warrants to purchase shares of any class, without offering the same in whole or in part to the existing shareholders of any class.

ARTICLE SIX

At each election for directors of the corporation, a shareholder shall not be permitted to cumulate shareholder votes.

ARTICLE SEVEN

The street address of the registered office of the corporation is 350 N. St. Paul Street, Dallas, Texas 75201, and the name of its registered agent at such address is CT Corporation System.

ARTICLE EIGHT

The number of directors constituting the initial Board of Directors is ten. Thereafter the number of directors shall be fixed in the manner set forth in the Bylaws.

The names and addresses of the persons who are to serve as the initial Directors until the first annual meeting of stockholders or until their successors are elected and qualified are:

<u>NAMES</u>	<u>ADDRESSES</u>
Fred Hervey	1011 E. Yandell El Paso, Texas 79902
Dean Guerin	P. O. Box 508 Dallas, Texas 75221
Raymond F. Hayes	250 N. Church Avenue Tucson, Arizona 85701
Harry O. Rearick	6024 Gateway East El Paso, Texas 79905
Hugh K. Frederick, Jr.	P. O. Box 941 El Paso, Texas 79946
Glover W. Beeny	P. O. Box 20230 Phoenix, Arizona 85036
Darrell D. Sigfridson	P. O. Box 20230 Phoenix, Arizona 85036
John Muir Kipp	P. O. Box 12585 El Paso, Texas 79912
William G. Sullivan	6070 Gateway East P. O. Box 20015 El Paso, Texas 79998
Jack Rich	P. O. Box 12007 El Paso, Texas 79912

ARTICLE NINE

No director of the corporation shall be liable to the corporation or its shareholders for monetary damages for any act or omission in such director's capacity as director, except to the extent such director is found liable for (i) a breach of such director's duty of loyalty to the corporation or its shareholders; (ii) an act or omission not in good faith that constitutes a breach of duty of such director to the corporation or an act or omission that involves intentional misconduct or a knowing violation of the law; (iii) a transaction from

which such director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of such director's office; or (iv) an act or omission for which the liability of a director is expressly provided by an applicable statute.

THE CIRCLE K CORPORATION,
a Texas corporation

By: 

Name: Joel A. Sterrett

Title: Secretary

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