Electronic Version v1.1 Stylesheet Version v1.1

 SUBMISSION TYPE:
 NEW ASSIGNMENT

 NATURE OF CONVEYANCE:
 CHANGE OF NAME

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
THE CIRCLE K CORPORATION		01/25/1995	CORPORATION: TEXAS

RECEIVING PARTY DATA

Name:	CIRCLE K STORES INC.	
Street Address:	1500 North Priest Drive	
City:	Тетре	
State/Country:	ARIZONA	
Postal Code:	85281	
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

Total Attachments: 4

TRADEMARK REEL: 003061 FRAME: 0840

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The State of Texas

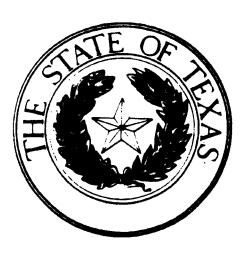
SECRETARY OF STATE

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:

CIRCLE K STORES INC
FORMERLY: THE CIRCLE K CORPORATION

ARTICLES OF AMENDMENT

JANUARY 25, 1995



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 July 11, 1996.

Antonio O. Garza, Jr.

BAM

Intonio O. Garza, Ji Secretary of State

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION

FILED
in the Office of the
Secretary of State of Texas

JAN 2 5 1995

Pursuant to the provisions of Article 4.04 of the Texas-Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

ARTICLE I

The name of the corporation set forth in the Articles of Incorporation is THE CIRCLE K CORPORATION.

ARTICLE II

This amendment of the Articles of Incorporation, adopted by the sole shareholder of the corporation on January 23, 1995, changes the name of the corporation. The text of Article I of the Articles of Incorporation is hereby deleted and replaced with the following: The name of the corporation is "CIRCLE K STORES INC."

ARTICLE III

Shares authorized: 12,000,000 Shares outstanding: 1,000

All of the 1,000 shares outstanding voted in favor of these Articles of Amendment to the Articles of Incorporation.

Dated: January 25, 1995

CIRCLE K STORES INC., formerly The Circle K Corporation, a Texas corporation

Gehl P. Babinec

Title: Senior Vice President



The State of Texas

SECRETARY OF STATE

IT IS HEREBY CERTIFIED, that
Articles of Incorporation
of

CIRCLE K STORES INC CHARTERS 106977

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 July 11, 1996.

Antonio O. Garza, Jr. BAM
Secretary of State

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The following instrument was acknowledged before me this 25th day of January, 1995 by Gehl P. Babinec, Senior Vice President of CIRCLE K STORES INC., formerly THE CIRCLE K CORPORATION, a Texas corporation.

IN WITNESS WHEREOF, I hereunto place my hand and official

seal.

Notary Public

My Commission Expires:

NOTARY PUBLIC STATE OF ARIZONA MARICOPA COUNTY VICKI STOUFFER My Commission Expires June 30, 1986

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