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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

BUSINESS CORPORATION

**STATEMENT OF CHANGE OF REGISTERED AGENT
BY THE CORPORATION**

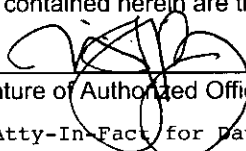
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SECRETARY OF STATE
CORPORATIONS DIV
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Pursuant to the provisions of Sections 7-1.2-502 or 7-1.2-1409 of the General Laws of Rhode Island, 1956, as amended, the undersigned corporation submits the following statement for the purpose of changing its registered agent and its registered office in the state of Rhode Island:

1. The name of the corporation is SEI Fuel Services, Inc.
2. The address of the registered office as PRESENTLY shown in the corporate records on file with the Rhode Island Secretary of State is:
222 JEFFERSON BOULEVARD, SUITE 200 WARWICK, RI 02888
3. The address of the NEW registered office is:
7 Eva Lane Cranston, RI 02921
4. The name of the registered agent as PRESENTLY shown in the corporate records on file with the Rhode Island Secretary of State is:
CORPORATION SERVICE COMPANY
5. The name of the NEW registered agent is:
Corporate Creations Network Inc.
6. The appointment of a new registered agent and the new registered office, as the case may be, shall become effective upon the filing of this statement, or on _____
(a date not prior to, nor more than 30 days after, filing this statement)

Under penalty of perjury, I declare and affirm that I have examined this Statement of Change of Registered Agent by the Corporation, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: February 22, 2011



Signature of Authorized Officer of the Corporation

Veronica Paez Atty-In-Fact for David T. Fenton - Senior VP

Type or Print Name of Authorized Officer

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BY 138533

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Limited Power of Attorney

The undersigned officer of 7-Eleven, Inc., a Texas entity ("the Company"), appoints Valerie Hawk, Veronica Paez, Diana Urrego and Kelly Cianfarano as attorneys-in-fact for the Company and its subsidiaries for the limited purposes authorized in this Limited Power of Attorney.

The Company and its subsidiaries grant to the attorneys-in-fact the power to execute the documents necessary to appoint Corporate Creations as registered agent for the Company and its subsidiaries in the jurisdictions where those entities are registered. The named individuals shall act in such office and with such authority as is required to effect the changes contemplated in this Limited Power of Attorney.

The Company may revoke this Power of Attorney at any time by written notice to Corporate Creations, 11380 Prosperity Farms Road #221E, Palm Beach Gardens, FL 33410.

The undersigned has executed this Limited Power of Attorney effective as of this 13th day of December 2010.

7-Eleven, Inc.

By: David T. Fenton

Name: David T. Fenton

Title: Senior Vice President, General Counsel
& Secretary

STATE OF Texas

COUNTY OF Dallas

Subscribed and sworn to before me this 13 day of December 2010.

Karen Pennell
Notary Public

