

Filing fee: \$35.00

**APPLICATION FOR
AMENDED CERTIFICATE OF AUTHORITY
OF**

THE SOUTHLAND CORPORATION

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-111 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for an Amended Certificate of Authority to transact business in Rhode Island, and for that purpose submits the following statement:

FIRST: A Certificate of Authority was issued to the corporation by your office on July 2, 1970, authorizing it to transact business in Rhode Island under the name of THE SOUTHLAND CORPORATION

SECOND: The corporate name of the corporation has been changed to no change

(If no change, so indicate)

THIRD: The name which it elects to use hereafter in Rhode Island is N/A

FOURTH: It desires to pursue in the transaction of business in Rhode Island other or additional purposes than those set forth in its prior Application for a Certificate of Authority, as follows: no change

(If no other or additional purposes are proposed, insert "No change.")

FIFTH: Other amendments, if any, to Certificate of Authority previously issued: (See §§7-1.1-103, 7-1.1-109, 7-1.1-110, of the General Laws, 1956, as amended) (If increase of authorized capital stock, state:

Number of Shares	Class	Series	Par Value per Share or Statement that Shares are without Par Value
1,000,000,000	Common Stock		\$.0001
5,000,000	Preferred Stock		\$.01

- (A): An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ approximately \$2,820,000,000.00
- (B): An estimate of the value of its property to be located within Rhode Island during such year is \$ approximately \$800,000.00
- (C): An estimate of the gross amount of business to be transacted by it during such year is \$ approximate sales of \$5,400,000,000.00
- (D): An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode Island during such year is \$ approximate sales of \$4,900,000.00

Dated 5/13, 1991

THE SOUTHLAND CORPORATION

By

John H. Rodgers

~~Its~~ Vice President

John H. Rodgers,

and Carol S. Hilburn

Its Asst. Secretary

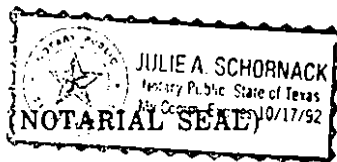
Carol S. Hilburn,

STATE OF TEXAS

COUNTY OF DALLAS

} SC.

At Dallas, Texas in said County on the 13th day
of May, 1991, before me personally appeared John H. Rodgers
, who being by me first duly sworn, declared that he is the
Sr. Vice President of THE SOUTHLAND CORPORATION,
that he signed the foregoing document as such Sr. Vice President
of the corporation, and that the statements therein contained are true.



Julie A. Schornack
Notary Public

DEPARTMENT OF STATE
OFFICE OF
SECRETARY OF STATE
PROVIDENCE, R. I.

Rec'd & Filed AUG 14 1991
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The State of Texas

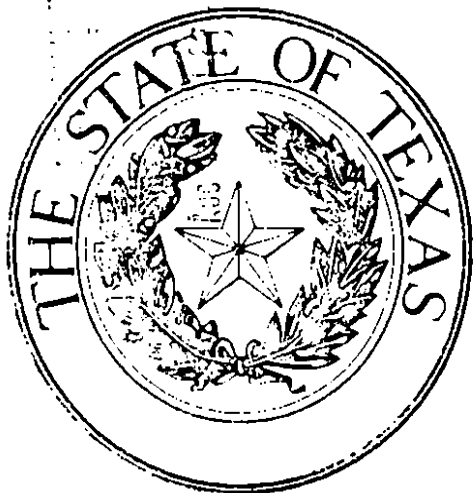
SECRETARY OF STATE

The undersigned, 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:

THE SOUTHLAND CORPORATION

Restated Articles of Incorporation

March 5, 1991



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, this

31st day of July, A.D. 1991

John Hannah Jr.
Secretary of State

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