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STATE OF NEW HAMPSHIRE

73 0155

Fee for Form SRA: \$50.00
Filing fee: \$35.00
Total fees \$85.00

Form No. LLC 1
RSA 304-C:12

Use black print or type.
Leave 1" margins both sides.

FILED

Form must be single-sided, on 8 1/2 x 11" paper, and have one inch margin on both sides. Double sided copies will not be accepted.

APR 01 2004

CERTIFICATE OF FORMATION
NEW HAMPSHIRE LIMITED LIABILITY COMPANY

WILLIAM M. GARDNER
NEW HAMPSHIRE
SECRETARY OF STATE

THE UNDERSIGNED, UNDER THE NEW HAMPSHIRE LIMITED LIABILITY COMPANY LAWS
SUBMITS THE FOLLOWING CERTIFICATE OF FORMATION:

FIRST: The name of the limited liability company is

EME II WHOLESALE, LLC.

SECOND: The nature of the primary business or purposes are

General merchandise wholesaler
and supplies to convenience stores.

THIRD: The name of the limited liability company's registered agent is

SARBAZ CHAUDHRY

and the street address, town/city (including zip code and post office box,
if any) of its registered office is (agent's business address)

80 N-MAIN ST, W-FRANKLIN, NH 03235

FOURTH: The latest date on which the limited liability company is to
dissolve is NONE

FIFTH: The management of the limited liability company IS vested
in a manager or managers.

Dated 04-01-04

Signature:*

Print or type name:

Title:

SHAER A. CHAUDHRY
MANAGER

(Enter "manager" or "member")

* Must be signed by **manager**; if no manager, must be signed by a **member**.