

WAIVER OF NOTICE
AND CONSENT OF DIRECTORS
TO ACTION WITHOUT A MEETING

Vol. 1192-104

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The undersigned, being all the directors of Crown Central Leasing Corporation, a Maryland corporation, do hereby waive notice of and consent to and authorize the adoption of the following resolutions without a meeting:

RESOLVED, that it is deemed advisable and in the best interest of Crown Central Leasing Corporation to merge The Barco Realty Corporation, a Maryland Corporation, Corco Realty Corporation, a Maryland corporation, Crown Stations Two, Inc., a Maryland corporation, Delta Realty Corporation, a Texas corporation, Energy Oil Company, Inc., a Maryland corporation, James River Realty Corporation, a Maryland corporation, and Thriftway Gas Stations, Inc., a Florida corporation, all of which are one hundred percent owned subsidiaries, into Crown Central Leasing Corporation, on substantially the terms and conditions set forth below;

FURTHER RESOLVED, that such merger shall be effected pursuant to the general corporation laws of Maryland, Texas and Florida;

FURTHER RESOLVED, that the Plan of Merger and Articles of Merger attached hereto are hereby approved;

EXHIBIT "A"

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