

F98000004599
TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: HARRIS TEETER, INC.

(Name of corporation - must include suffix)

000002613710--9
-08/12/98--01029--002
*****70.00 *****70.00

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

JEFF SHERMAN

(Name of Person)

HARRIS TEETER, INC.

(Firm/Company)

701 CRESTDALE DRIVE

(Address)

MATTHEWS, NC 28105

(City/State/Zip)

Should you need to call someone concerning this matter, please call:

JANICE NAPOLIELLO

(Name of Person)

at (704) 845-3418

(Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

* 8/12

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 12 PM 1:25

12. Name~~s~~ and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: _____ FRED JOSEPH MORGANTHALL II

Address: _____ 11929 Pine Valley Club Drive

Charlotte, NC 28277

Sr.
Vice President - Finance & Administration _____ JOHN GREGORY AMBRO

Address: _____ 6809 Fisher Farm Lane

Charlotte, NC 28277

Secretary: _____ JEFF D. SHERMAN

Address: _____ 2017 Hartwicke Place


Charlotte, NC 28205

Sr.
Vice President - Merchandising & Manufacturing _____ LAWRENCE D. NIVENS

Address: _____ 2154 Clearlake Drive

Rock Hill, SC 29730

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.  _____
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. JEFF D. SHERMAN _____

(Typed or printed name and capacity of person signing application)

STATE OF NORTH CAROLINA



Department of The
Secretary of State

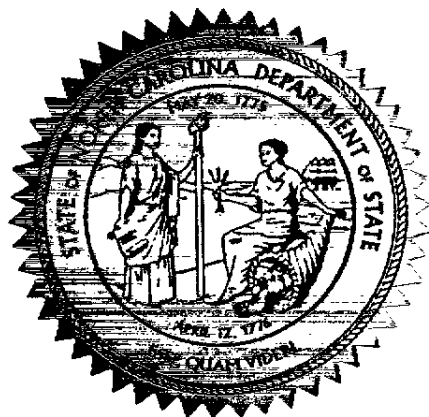
CERTIFICATE OF EXISTENCE

I, **ELAINE F. MARSHALL**, *Secretary of State of the State of North Carolina*, do hereby certify that

HARRIS TEETER, INC.

is a corporation duly incorporated under the laws of the State of North Carolina, having been incorporated on the 17th day of November, 1983, with its period of duration being perpetual.

I **FURTHER** certify that the said corporation's articles of incorporation are not suspended for failure to comply with the Revenue Act of the State of North Carolina; that the said corporation is not administratively dissolved for failure to comply with the provisions of the North Carolina Business Corporation Act; that its most recent annual report required by G.S. 55-16-22 **has been** delivered to the Secretary of State; and that the said corporation has not filed articles of dissolution as of the date of this certificate.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 29th day of July, 1998.

Elaine F. Marshall

Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 12 PM 1:25