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STEVE WICKI

Requestor's Name
2818-A Kilkinnane Dr.
Address
Tallahassee, FL 671-9984
City/State/Zip Phone #

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97 SEP -3 AM 10:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. SPEEDY FOOD MART, Inc (Corporation Name) 700002283717--6 (Document #)
-09/03/97- 01014--028
****122.50 ****122.50
2. _____ (Corporation Name) _____ (Document #) EXPIRE DATE
9-2-97
3. _____ (Corporation Name) _____ (Document #)
4. _____ (Corporation Name) _____ (Document #)

- Walk in Pick up time _____ Certified Copy
 Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED
SEP 3 1997

Examiner's Initials
P.Hall
SEP - 3 1997

ARTICLES OF INCORPORATION

OF

SPEEDY FOOD MART, INC.

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned, hereby adopt the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I - NAME:

The name of the Corporation is **SPEEDY FOOD MART, INC.** The principal address is 7417 Hickok Court, Tallahassee, Florida 32311.

ARTICLE II - COMMENCEMENT AND DURATION:

The corporation is to commence its corporate existence on the date of subscription and acknowledgment of these articles of incorporation and shall exist perpetually thereafter until dissolved according to law.

ARTICLE III - PURPOSE:

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - STATED CAPITAL:

The corporation is authorized to issue 1000 shares of One Dollar (\$1.00) par value common stock. Each outstanding share, regardless of class shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of the shareholders.

ARTICLE V - PREEMPTIVE RIGHTS:

Each shareholder, upon the issuance or sale of either new or treasury stock for cash, property, or services, in payment of either corporate debts or otherwise, shall have the right to purchase his or her proportionate share thereof.

The shares of stock may be issued for such consideration, having a value not less than the par value of the shares issued therefor, as is determined from time to time by the board of directors, to be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation. Shares may not be issued until the full amount of the consideration therefor has been paid. Thereafter, such shares shall be deemed to be fully paid and nonassessable.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 2818-A Kilkieane Drive, Tallahassee, Florida 32308, and the name of the initial registered agent of the corporation at that address is STEPHEN C. WILLIS, ESQ.

ARTICLE VII - BOARD OF DIRECTORS

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of the board of directors.

Any and all of the powers and duties conferred to or imposed upon the board of directors, by resolution of the shareholders adopted at a special meeting called for that purpose, may be exercised or performed to such extent and by such person or persons as shall be provided by the shareholders.

The corporation shall have two directors initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the bylaws of the corporation but shall never be less than one. The names and addresses of the initial directors of the corporation are:

JAMES H. LEACH
7417 Hickok Court
Tallahassee, Florida 32311

JUDY ANN LEACH
7417 Hickok Court
Tallahassee, Florida 32311

ARTICLE VIII - INDEMNIFICATION

The corporation shall indemnify and hold harmless any present or former officer or director, or person exercising the duties of an officer or director at the request of the corporation, to the full extent now or hereafter permitted by law.

ARTICLE IX - INCORPORATORS

The name and address of the Incorporators to these Articles of Incorporation is:

JAMES H. LEACH
7417 Hickok Court
Tallahassee, Florida 32311

JUDY ANN LEACH
7417 Hickok Court
Tallahassee, Florida 32311

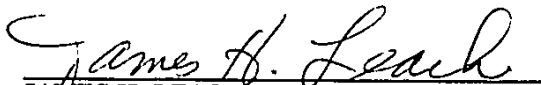
ARTICLE X - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders, but the board of directors may not alter, amend or repeal any bylaws adopted by the shareholders if the shareholders provide that the bylaws shall not be altered, amended, or repealed by the board of directors.

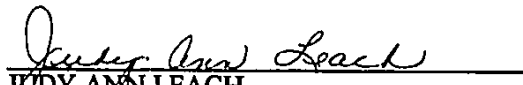
ARTICLE XI - AMENDMENT

These Articles of Incorporation may be amended at any time by a vote of the majority of the voting stock of the corporation outstanding, at any regular meeting of the stockholders or at any special meeting of the stockholders called for that purpose.

IN WITNESS WHEREOF, the undersigned, as Incorporators, hereby execute these Articles of Incorporation this 2 day of September, 1997.



JAMES H. LEACH



JUDY ANN LEACH

STATE OF FLORIDA
COUNTY OF LEON



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared JAMES H. LEACH, who is personally known to me/or has produced FL DL as identification, and JUDY ANN LEACH who is personally known to me/or has produced FL DL as identification, who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal in the county and state named above this 2 day of September, 1997.

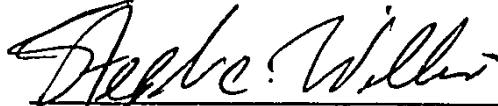

Notary Public
State of Florida at Large
My Commission Expires 

Kristi Jarvis
MY COMMISSION # 00638903 EXPIRES
April 14, 2001
ENDORSED THROUGH FIDELITY FAITH INSURANCE, INC.

ACCEPTANCE BY REGISTERED AGENT

I, the undersigned person, having been named as Registered Agent to accept service of process for the above-stated corporation at the place designated in this statement, hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

DATED this 3rd day of September, 1997.


STEPHEN C. WILLIS
Registered Agent