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January 29, 1999
Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314


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-02/01/99--01113--019
*****78.75 *****78.75

RE: CITRUS HI-NEIGHBOR STORES, INC.

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation together with my check in the amount of \$78.75.

This represents the cost of the filing fees, a certified copy of Articles of Incorporation and fee for Registered Agent Designation for the above named corporation.

Very Truly Yours,

Ralph Peck

CITRUS HI-NEIGHBOR STORES, INC.

MAILING ADDRESS:

101 South H Street
Lake Worth, FL 33460

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK FEB 3 1999

ARTICLES OF INCORPORATION

of

CITRUS HI-NEIGHBOR STORES, INC.

(name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

CITRUS HI-NEIGHBOR STORES, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue five hundred shares (500) of one Dollar(s) (\$1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the Initial Registered Agent of this Corporation is:

NAME	Ralph Peck		
ADDRESS	1991 E. Norvell Bryant Hwy.		
CITY	Hernando, FL 34442	FLORIDA	ZIP

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	Ralph Peck		
ADDRESS	1991 E. Norvell Bryant Hwy.		
CITY	Hernando	STATE FL.	ZIP 33442
NAME	Sergio Kretchmann		
ADDRESS	101 South H Street		
CITY	Lake Worth	STATE FL.	ZIP 33460
NAME			
ADDRESS			
CITY		STATE	ZIP

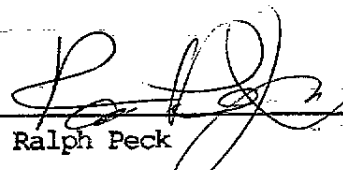
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII - INCORPORATORS

The names and addresses of the person(s) signing these Articles of Incorporation are as follows:

NAME	Ralph Peck		
ADDRESS	1991 E. Norvell Bryant Hwy.		
CITY	Hernando	STATE	FL ZIP 34442
NAME			
ADDRESS			
CITY		STATE	
NAME			
ADDRESS			
CITY		STATE	

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 30 day of January, 19 99.


 _____ (Seal)
 Ralph Peck
 _____ (Seal)
 _____ (Seal)

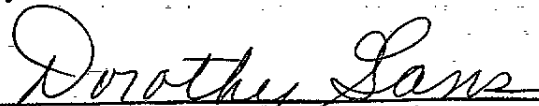
STATE OF FLORIDA)
) SS
 COUNTY OF Palm Beach)

before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared
Ralph Peck

known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 30th day of January, 19 99.

(Notary Seal)



 (Notary Public, State of Florida at Large)
 My Commission expires:



CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT

OF

CITRUS HI-NEIGHBOR STORES, INC.

(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.034, the following is submitted:
The above corporation, desiring to organize under the laws of the State of Florida with
its registered office as indicated in the Articles of Incorporation
at 1991 E. NORVELL BRYANT HWY.

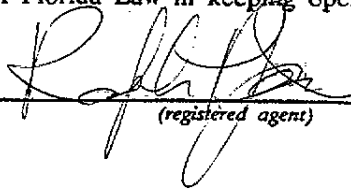
HERNANDO, FL 34442

has named RALPH PECK

located at the aforesaid address, as its Registered Agent to accept service of process
within this state.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation at
the place designated in this certificate, I hereby accept to act in this capacity, and agree
to comply with the provisions of Florida Law in keeping open said office.



(registered agent)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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