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LAW OFFICES OF
BARRY R. HILLMYER, P.A.
ATTORNEY & COUNSELLOR AT LAW

2135 COTTAGE STREET
POST OFFICE BOX 960
FORT MYERS, FL 33902
(941) 334-6666
FAX 334-7392

October 22, 1999

Corporate Records Bureau
Corporations Division
Department Of State
Post Office Box 6327
Tallahassee, Florida 32314

800003023948--9
-10/25/99--01102--010
****122.50 *****78.75

RE: SCRATCH & DENT GROCERY, INC.

Gentlemen:

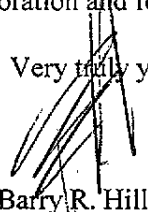
With reference to the above corporation, enclosed please find the following:

1. Original and one copy of Articles Of Incorporation.
2. Our check in the amount of \$122.50, to cover the following:
 Filing Fee: \$ 35.00
 Registered Agent: 35.00
 Certified Copy: 52.50

TOTAL AMOUNT: \$122.50

Please file these Articles Of Incorporation and forward the certified copy to the undersigned.

Very truly yours,


Barry R. Hillmyer

BRH/lac
Encs.
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FILED
99 OCT 25 AM 8:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D. BROWN OCT 27 1999

FILED
99 OCT 25 AM 8:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

SCRATCH & DENT GROCERY, INC.

ARTICLE I - Name

The name of this corporation is SCRATCH & DENT GROCERY, INC.

ARTICLE II - Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE III - Capital Stock

This corporation is authorized to issue 100 shares of One Dollar (\$1.00) par value common stock.

ARTICLE IV - Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V - Initial Registered Office and Agent

The street address of the initial registered office, the principal office, and the mailing address of this corporation is 5501 Burnham Court, North Fort Myers, FL 33903, and the name of the initial registered agent of this corporation at that address is Ellen D. Nowack.

ARTICLE VI - Initial Board Of Directors

This corporation shall have one director 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.

The names and addresses of the initial directors of this corporation who shall hold office, unless otherwise provided in the duly adopted by-laws of this corporation, for the first year of existence of the corporation or until their successors are elected and qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Ellen D. Nowack	5501 Burnham Court North Fort Myers, FL 33903

ARTICLE VII - Initial Officers

The names and post office addresses of the President, and Secretary/Treasurer who shall hold office for the first year of existence of the corporation, or until their successors are elected pursuant to the corporate by-laws, is as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
Ellen D. Nowack	5501 Burnham Court North Fort Myers, FL 33903	President/ Secretary/Treasurer

ARTICLE VIII - Incorporator

The names and addresses of the persons signing these Articles as subscribers to the corporation, together with the number of shares each agrees to take, are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>
Ellen D. Nowack	5501 Burnham Court North Fort Myers, FL 33903	100

ARTICLE IX - By-Laws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE X - Meeting by Conference Telephone

Members of the Board Of Directors may participate in special meetings of the Board Of Directors by means of conference telephone as provided by law, but regular meetings of the Board Of Directors must be attended in fact in person by each member.

ARTICLE XI - Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

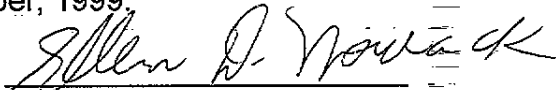
ARTICLE XII - Compensation

The directors and all other officers of this corporation shall serve without compensation, unless expressly otherwise provided by unanimous vote of the Board Of Directors.

ARTICLE XIII - Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles Of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles Of Incorporation this 22nd day of October, 1999.

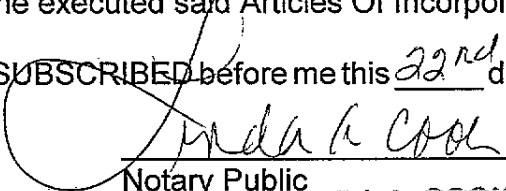

Ellen D. Nowack

STATE OF FLORIDA
COUNTY OF LEE

BEFORE ME, a Notary Public authorized to take acknowledgments, personally appeared Ellen D Nowack, who presented FL D Lic. 18200204468638, as identification, and who executed the foregoing Articles Of Incorporation, and they acknowledged before me that she executed said Articles Of Incorporation.

SWORN TO AND SUBSCRIBED before me this 22nd day of October, 1999.

My Commission Expires:

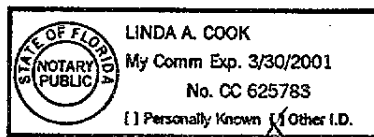

Notary Public

LINDA A. COOK

Notary Public - Printed

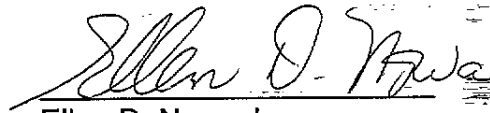
Commission No.:

(SEAL)



ACKNOWLEDGMENT OF REGISTERED AND RESIDENT AGENT

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



Ellen D. Nowack
Registered Agent

99 OCT 25 AM 8:58
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA