

WILLIAMS, PARKER, HARRISON, DIETZ & GETZEN

ATTORNEYS AT LAW
~ Founded 1925 ~

WILLIAM T. HARRISON, JR.
GEORGE A. DIETZ
WILLIAM E. GETZEN
MONTE K. MARSHALL
JAMES L. RITCHEY
HUGH MCPHEETERS, JR.
WILLIAM G. LAMBRECHT
JOHN T. BERTEAU
JOHN V. CANNON, III
CHARLES D. BAILEY, JR.
J. MICHAEL HARTENSTINE
MICHELE B. GRIMES
JAMES L. TURNER
WILLIAM M. SEIDER

ELIZABETH C. MARSHALL
ROBERT W. BENJAMIN
FRANK STRELEC
TERRI SALT COSTA
DAVID A. WALLACE
MARK A. SCHWARTZ
RIC GREGORIA
M. LEWIS HALL, III
JEFFREY A. GREBE
JOHN L. MOORE
LINDA R. GETZEN
MORGAN R. BENTLEY
ELVIN W. PHILLIPS
FRAZER F. HILDER

R. DAVID BUSTARD
JOAN BRADBURY KAYSER
SUSAN BARRETT HECKER
CAROL ANN KALISH
KIMBERLY PAGE WALKER
J. HUGH MIDDLEBROOKS
R. SCOTT COLLINS
PATRICK W. RYSKAMP
PETER T. CURRIN
E. JOHN WAGNER, II

J.J. WILLIAMS, JR. (1886-1968)
W. DAVIS PARKER (1920-1982)

200 South Orange Avenue, Sarasota, Florida 34236
Post Office Box 3258, Sarasota, Florida 34230-3258

Telephone (941) 366-4800
www.williamsparker.com

Writer's Facsimile (941) 366-5169

688383

March 17, 2000

FILED
00 MAR 20 AM 8:56
TALLAHASSEE, FLORIDA

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

600003176386--9
-03/20/00-01124-003
*****43.75 *****43.75

Re: B & G GROCERY COMPANY

Dear Sir/Madame:

Enclosed herein are duplicate originals of the Articles of Dissolution of B & G Grocery Company. Please file these articles as quickly as possible. Then, using our original, please provide a certified copy and return it to our office via regular US mail. We also enclose our check made payable to Secretary of State in the amount of \$43.75 to cover the filing fees for this transaction.

Thank you very much, and should any problems arise in connection with this filing, please contact the undersigned immediately.

Diss
3-30-00
LAF

Very truly yours,

Lisa Folis

Lisa Folis
Corporate Paralegal

ARTICLES OF DISSOLUTION

OF

B & G GROCERY COMPANY

FILED
00 MAR 20 AM 8:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B & G Grocery Company, a corporation organized under the laws of the State of Florida, having taken action to dissolve under the provisions of Section 607.1402, Florida Statutes, governing voluntary dissolution by consent of the shareholders, hereby files these Articles of Dissolution in accordance with Section 607.1403, Florida Statutes.

Article I

The name of the corporation is B & G Grocery Company.

Article II

The registered agent for the corporation is Thomas L. McClenithan, and the street address of the corporation's registered office is 417 Park Avenue, Boca Grande, Florida 33921.

Article III

The new street address of the corporation's registered office is 2285 Buckskin Drive, Englewood, Florida 34223. The street address of the corporation's registered office and the street address of the business office of its registered agent, as changed, will be identical.

Article IV

The change in the street address of the corporation's registered office was authorized by the President of the corporation as directed by the board of directors.

Article V

The principal office and the mailing address of the corporation shall be changed to 2285 Buckskin Drive, Englewood, Florida 34223.

Article VI

Dissolution of the corporation was authorized on June 2, 1999.

Article VII

Dissolution of the corporation is to be effective at the close of the business day on November 30, 1999.

Article VIII

The number of shares cast for dissolution, or consenting in writing to dissolution, was sufficient for approval.

In witness whereof, I have executed these Articles of Dissolution this 29 day of November, 1999.

B & G Grocery Company

By Thomas L. McClenithan
Thomas L. McClenithan
Its President and Registered Agent

LAF-373224