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SECRETARY OF STATE
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FOREIGN PROFIT/NONPROFIT CORPORATION

Village Pantries Holding Corp.

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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.**

1. Village Pantries Holding Corp.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Ltd.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware

(State or country under the law of which it is incorporated)

3. 26-0260696

(FBI number, if applicable)

4. May 23, 2007

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Not applicable.

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 9800 Crosspoint Boulevard, Indianapolis, IN 46256-3350

(Principal office address)

9800 Crosspoint Boulevard, Indianapolis, IN 46256-3350

(Current mailing address)

8. Holding Company

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box **NOT** acceptable)

Name: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation

(City)

Florida

33324

(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

CT Corporation System

By: James M. Newsome

(Registered agent's signature)

JAMES M. NEWSOME

Special Assistant Secretary

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

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A. DIRECTORS

Chairman: [PLEASE SEE ATTACHED EXHIBIT A]

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: [PLEASE SEE ATTACHED EXHIBIT A]

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. Mark Hajdich
(Signature of Director or Officer listed in number 12 of the application)

14. Mark Hajdich, Vice President
(Typed or printed name and capacity of person signing application)

Exhibit A
Officers and Directors of Village Properties Holding Corp.

Officers:

Charles M. Parker – Chairman of the Board, CEO, President and Assistant Secretary
9800 Crosspoint Boulevard, Indianapolis, IN 46256-3350

Steve May – Vice President, CFO and Assistant Treasurer
9800 Crosspoint Boulevard, Indianapolis, IN 46256-3350

T. Scott King – Vice President
5200 Town Center Circle, Suite 470, Boca Raton, FL 33486

Gary Talarico – Vice President
375 Park Avenue, Suite 1302, New York, NY 10152

Michael Archambault – Vice President and Assistant Secretary
5200 Town Center Circle, Suite 470, Boca Raton, FL 33486

David Blechman – Vice President and Assistant Secretary
375 Park Avenue, Suite 1302, New York, NY 10152

Michael J. McConvery – Vice President and Assistant Secretary
5200 Town Center Circle, Suite 470, Boca Raton, FL 33486

Mark Hajdich – Vice President and Assistant Secretary
5200 Town Center Circle, Suite 470, Boca Raton, FL 33486

Melissa Kjafter – Vice President and Assistant Treasurer
5200 Town Center Circle, Suite 470, Boca Raton, FL 33486

Directors:

T. Scott King – Vice President
5200 Town Center Circle, Suite 470, Boca Raton, FL 33486

Michael Archambault – Vice President and Assistant Secretary
5200 Town Center Circle, Suite 470, Boca Raton, FL 33486

Charles M. Parker
9800 Crosspoint Boulevard, Indianapolis, IN 46256-3350

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Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "VILLAGE PANTRIES HOLDING CORP." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE NINETEENTH DAY OF JUNE, A.D. 2007.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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TALLAHASSEE, FLORIDA

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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 5772405

DATE: 06-19-07