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TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

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-09/22/95--01075--011
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W95-19316

9-27

SUBJECT: BUBBA'S FOOD STORES, INC.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

JAMES E. Nickerson
(Name of Person)

BUBBAS FOOD STORES, INC.
(Firm/Company)

P.O. Box 425
(Address)

FAIRHOPE, AL. 36533
(City, State and Zip Code)

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DIVISION OF CORPORATIONS
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James Nickerson
your auth to change
7-27 address on
o/p M

Should you need to call someone concerning this matter, please call:

JAMES E. Nickerson at (334) 626-0557
(Name of Person) Area Code & Daytime Telephone Number

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 26, 1995

JAMES E. NICKERSON
BUBBA' FOOD STORES, INC
PO BOX 425
FAIRHOPE, AL 36533

SUBJECT: BUBBA'S FOOD STORES, INC.
Ref. Number: W95000019316

We have received your document for BUBBA'S FOOD STORES, INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

Please list the street address for the officers and directors on the application, a PO Box is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6094.

Doug Dickinson
Document Specialist

Letter Number: 995A00043992

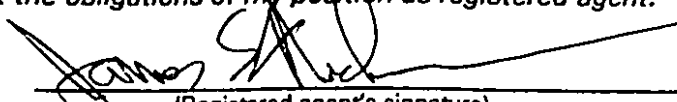
**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

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

1. BUBBA'S FOOD STORES, INCORPORATED
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. BALDWIN 3. 63-1094564
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 5/24/93 5. PERPETUAL
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. 9/29/95
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. P.O. Box 425
FAIRHOPE, AL. 36533
(Current mailing address)
8. CONVENIENCE STORES
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent:
Name: JAMES E. NICKERSON
Office Address: 13010 Highway 87 North
JAY, Florida, 32565
(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.


(Registered agent's signature)

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.

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

A. DIRECTORS

Chairman: JAMES E. Nickerson

Address: 705 Washington Dr
Fairhope, AL 36532

Vice Chairman: Kerry O Nickerson

Address: 705 Washington Dr
Fairhope, AL 36532

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: JAMES E. Nickerson

Address: 705 Washington Dr
Fairhope, AL 36532

Vice President: Kerry O Nickerson

Address: 705 Washington Dr
Fairhope, AL 36532

Secretary: JAMES E. Nickerson

Address: 705 Washington Dr
Fairhope, AL 36532

Treasurer: JAMES E. Nickerson

Address: 705 Washington Dr
Fairhope, AL 36532

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

13.

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14.

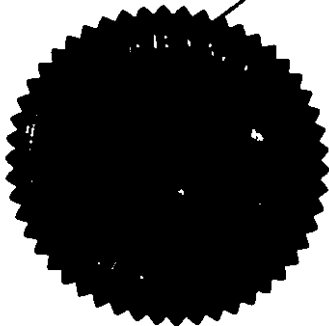
JAMES E. Nickerson PRESIDENT
(Typed or printed name and capacity of person signing application)

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STATE OF ALABAMA

I, Jim Bennett, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that the domestic corporation records on file in this office disclose that N. and S. Enterprises, Inc. incorporated in Baldwin County, Fairhope, Alabama on May 24, 1993; that on October 4, 1994, the name N. and S. Enterprises, Inc. was changed to Bubba's Food Stores, Inc. I further certify that the records do not disclose that said Bubba's Food Stores, Inc. has been dissolved.

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In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

09/21/95

Date

Jim Bennett

Jim Bennett

Secretary of State