

CORPDIRECT AGENTS, INC. (formerly CCRS)  
103 N. MERIDIAN STREET, LOWER LEVEL  
TALLAHASSEE, FL 32301  
222-1173

FILING OVERHEAT  
ACCT. # CA-14

**L02000016349**

CONTACT:

Pam

DATE:

6/28/02

REF. #:

0262. 7527

CORP. NAME:

Publix Tennessee, LLC

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-06/28/02--01017--008  
\*\*\*\*155.00 \*\*\*\*155.00

- |  |   |   |
|--|---|---|
| <input type="checkbox"/> ARTICLES OF INCORPORATION   | <input type="checkbox"/> ARTICLES OF AMENDMENT  | <input type="checkbox"/> ARTICLES OF DISSOLUTION      |
| <input type="checkbox"/> ANNUAL REPORT               | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME              |
| <input type="checkbox"/> FOREIGN QUALIFICATION       | <input type="checkbox"/> LIMITED PARTNERSHIP    | <input checked="" type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT               | <input type="checkbox"/> MERGER                 | <input type="checkbox"/> WITHDRAWAL                   |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | <input type="checkbox"/> UCC-1                  | <input type="checkbox"/> UCC-3                        |
| <input type="checkbox"/> OTHER:                      |   |   |

STATE FEES PREPAID WITH CHECK# 502635 FOR \$ 155.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$

PLEASE RETURN:

- |  |   |   |
|--|---|---|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS     |   |   |

Examiner's Initials

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TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION  
OF  
PUBLIX TENNESSEE, LLC**

The undersigned authorized representative hereby executes these Articles of Organization ("Articles") for the purpose of forming a limited liability company in accordance with the laws of the State of Florida.

**ARTICLE I  
Name**

The name of this limited liability company (the "**Company**") shall be:

Publix Tennessee, LLC

**ARTICLE II  
Principal Office and Mailing Address**

The street address of the principal office of the Company shall be:

1936 George Jenkins Boulevard  
Lakeland, Florida 33815

The mailing address of the Company shall be:

P.O. Box 407  
Lakeland, Florida 33802

**ARTICLE III  
Registered Office and Registered Agent**

The initial registered office of the Company shall be located at 321 South Kentucky Avenue, Lakeland, Florida 33801 and the initial registered agent of the Company at such office shall be John A. Attaway, Jr. The Company shall have the right to change such registered office and such registered agent from time to time, as provided by law.

**ARTICLE IV  
Business and Purposes**

The general purpose for which the Company is organized is the transaction of any and all lawful business for which limited liability companies may be organized under the Florida Limited Liability Company Act and any amendments thereto, and in connection therewith, the

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Company shall have and may exercise any and all powers conferred from time to time by law upon limited liability companies formed under such Act.

**ARTICLE V**  
**Operating Agreement**

The power to adopt the Operating Agreement of the Company, to alter, amend or repeal the Operating Agreement of the Company, or to adopt a new Operating Agreement, shall be vested in the member(s) of the Company. The Operating Agreement of the Company shall be for the government of the Company and may contain any provisions or requirements for the management or conduct of the affairs and business of the Company, provided the same are not inconsistent with the provisions of these Articles or contrary to the laws of the State of Florida or of the United States.

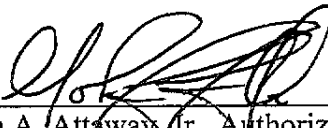
**ARTICLE VI**  
**Management of Business**

Except for rights that are specifically reserved to the member(s) in the Operating Agreement or these Articles, management of the Company shall be vested in its manager(s). Accordingly, the Company shall be a manager-managed company.

**ARTICLE VII**  
**Amendment of Articles of Organization**

The Company reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Organization in the manner now or hereafter prescribed by statute, and all rights conferred upon the member(s) herein are subject to this reservation.

**IN WITNESS WHEREOF**, the undersigned, pursuant to Section 608.407, Florida Statutes, has executed these Articles for the uses and purposes herein stated.

  
\_\_\_\_\_  
John A. Attaway, Jr., Authorized Representative

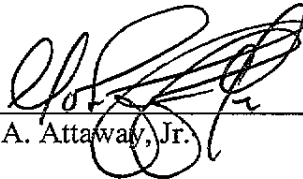
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**PUBLIX TENNESSEE, LLC**

**ACCEPTANCE OF SERVICE AS REGISTERED AGENT**

The undersigned, having been named as registered agent to accept service of process for the above-named limited liability company, at the registered office designated in the Articles of Organization, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of the position of registered agent under the laws of the State of Florida.

**DATED** this 27<sup>th</sup> day of June, 2002.

  
\_\_\_\_\_  
John A. Attaway, Jr.

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