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DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY

Grocery Advantage II, LLC

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| Certificate of Status | 0 |
| Certified Copy | 1 |
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FAX AUDIT # 1050000864463

**ARTICLES OF ORGANIZATION
OF
Grocery Advantage II, LLC**

ARTICLE I NAME

The name of the limited liability company shall be: Grocery Advantage II, LLC

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this Limited Liability Company shall be: 801 West Garden St., Pensacola, Florida 32501.

ARTICLE III INITIAL REGISTERED AGENT & STREET ADDRESS

The name and address of the initial registered agent is: Ronnie Douglas, 801 West Garden St., Pensacola, Florida 32501. Located in the County of Escambia.


ARTICLE IV DURATION

The duration for the limited liability company shall be: 12/31/2045.

ARTICLE V MANAGERS/MEMBERS

The management of the limited liability company is reserved for the Managers and the name and address of the manager of the Limited Liability Company is:

Ronnie Douglas, 801 West Garden St. , Pensacola, Florida 32501


Business Filings Incorporated, Organizer
Mark Schiff, AVP

Authorized Representative

Prepared by Mark Schiff, Business Filings Incorporated, 8025 Excelsior Dr. Suite 200,
Madison, WI 53717
(608) 827-5300

FAX AUDIT # 1050000864463

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FAX/AUDIT # TU20000864463CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED COMPANY, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

The name of the limited liability company is: **Grocery Advantage II, LLC**

The name and address of the registered agent and office is Ronnie Douglas, 801 West Garden St., Pensacola, Florida 32501. Located in the County of Escambia.

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

Signature:


Ronnie Douglas

Date: March 14, 2005

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