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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. KOHR

AUG 17 2009

EXAMINER

7400 Baymeadows Way, Suite 106  
Jacksonville, FL 32256

Robert B. Wallace  
Attorney at Law

(904) 733-5190  
Fax (904) 733-9602

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09 AUG 13 AM 9:15  
TALLAHASSEE, FLORIDA

August 12, 2009

Corporate Records Bureau  
Division of Corporations  
P O Box 6327  
Tallahassee, Florida 32301

Dear Sirs:

I am sending to your office Articles of Organization. Pursuant to Florida Statutes, I am enclosing the following \$155.00.

Please return the Certified Copy to my office. Thank you for your assistance.

Sincerely,

Robert B. Wallace  
Attorney at Law

RBW/dlc  
Enclosures

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09 AUG 13 AM 9:15  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION  
OF  
UNITED GROCERS OF JACKSONVILLE, LLC

The undersigned are natural persons competent to contract and hereby form a Limited Liability Company under the Florida Limited Liability Company Act and other laws of the State of Florida.

ARTICLE I. NAME AND PRINCIPAL OFFICE

The name of this Limited Liability Company is United Grocers of Jacksonville, LLC and its principal office is located at 6015 Morrow St. Unit 205, Jacksonville, FL 32217.

ARTICLE II. DURATION AND EFFECTIVE DATE

This Limited Liability Company shall exist for a period of thirty years effective on execution of these articles.

ARTICLE III. PURPOSE

This Limited Liability Company is organized for the purpose of creating a buyers cooperative for convenience store and gas station owners and to provide the opportunity for exchange of ideas and opinions and for the study and discussion of various business and technical aspects of the convenience store and gas station business.

ARTICLE IV. POWERS

This Limited Liability Company shall have all and singular the following powers:

To invest the funds of the Limited Liability Company in real estate, mortgages, stocks, bonds, or any other type of investment, and to own real and personal property necessary for the rendering of the Limited Liability Company's business.

To enter into, or become a partner in, any arrangement for sharing profits, union of interest, or cooperation, joint venture or otherwise, with any person, firm, corporation, or Limited Liability Company, and to carry on any business which this Limited Liability Company has the direct or incidental authority to pursue.

To enter into, for the benefit of its employees, one or more of the following: (1) a pension plan, (2) a profit-sharing plan, (3) a thrift and savings plan, or (4) other retirement or incentive compensation plan.

To do anything necessary and proper for the accomplishment or

furtherance of any of the purposes or objects of this Limited Liability Company enumerated in these Articles of Organization, or any amendment to it, necessary or incidental to the accomplishment or furtherance of the purposes or objects of this Limited Liability Company.

To have, in furtherance of the organization's purpose, all of the powers conferred upon Limited Liability Companies organized under the Florida Limited Liability Company Act subject to any limitations contained in these articles of organization.

#### ARTICLE V. POWERS

This Limited Liability Company shall have all and singular the following powers:

To invest the funds of the Limited Liability Company in real estate, mortgages, stocks, bonds, or any other type of investment, and to own real and personal property necessary for the rendering of the Limited Liability Company's business.

To enter into, or become a partner in, any arrangement for sharing profits, union of interest, or cooperation, joint venture or otherwise, with any person, firm, corporation, or Limited Liability Company, and to carry on any business which this Limited Liability Company has the direct or incidental authority to pursue.

To enter into, for the benefit of its employees, one or more of the following: (1) a pension plan, (2) a profit-sharing plan, (3) a thrift and savings plan, or (4) other retirement or incentive compensation plan.

To do anything necessary and proper for the accomplishment or furtherance of any of the purposes or objects of this Limited Liability Company enumerated in these Articles of Organization, or any amendment to it, necessary or incidental to the accomplishment or furtherance of the purposes or objects of this Limited Liability Company.

To have, in furtherance of the organization's purpose, all of the powers conferred upon Limited Liability Companies organized under the Florida Limited Liability Company Act subject to any limitations contained in these articles of organization.

#### ARTICLE VI. MANAGEMENT

The Limited Liability Company shall be a manager-managed company. The management of the Limited Liability Company shall be vested in a Board of Managers. The number of managers constituting the initial Board of Managers is ten. The number of managers may be increased from time to time in accordance with the Operating Agreement. All managers must be a Founding Member. The names of the initial members of the Board of Managers are:

Fisal Taazieh  
Edmond Safar  
Saleem Kassab  
Towfiek Safar  
Issa Khazal  
Antoun Barakat  
Joe Joseph  
Moufak Shahla

#### ARTICLE VII. MEMBERS

All members must be an owner or operator of a convenience store or gas station business. There shall be two classes of members:

Founding Members shall be those persons or entities that become members within a 30 day period beginning on the date of the first general meeting of prospective members. Founding Members shall be the sole class of voting members and shall be the sole class of members entitled to distributions of profits. Each Founding Member may purchase one member unit for each convenience store or gas station business owned or operated by it. Each member unit shall entitle a Founding Member to one vote. Member units of Founding Members shall be nontransferable. A Founding Member shall not become disqualified from membership because of the sale or other transfer of one or all of its convenience store or gas station businesses.

Associate Members shall be those persons or entities that become members more than 30 days after the first general meeting of prospective members. Associate Members shall have only such rights and privileges as are specifically set forth in the Operating Agreement, but in no event shall Associate Members have the right to vote or receive distributions of profits. Member units of Associate Members shall be nontransferable.

#### ARTICLE VIII. ADMISSION OF ADDITIONAL MEMBERS

No person may be admitted as a member unless the Board of Managers consents in writing to the admission of the additional member.

#### ARTICLE IX. MEMBERS' RIGHT TO CONTINUE BUSINESS

The remaining members of the Limited Liability Company shall have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company. Such right shall be exercised by the written consent of all remaining members within 90 days after the date of occurrence of any event which terminates this Limited Liability Company.

#### ARTICLE X. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Limited

Liability Company is 7400 Baymeadows Way #106, Jacksonville, FL 32256 and the name of the initial registered agent of this Limited Liability Company at that address is Robert Wallace. The members shall have the power to establish branch offices, and to move the principal office to any other address in Florida.

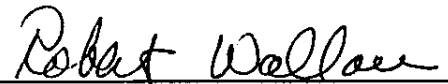
ARTICLE XI. REGULATIONS

The Board of Managers of this Limited Liability Company shall have the sole power to adopt, amend or repeal regulations for the management of this Limited Liability Company.

ARTICLE XII. AMENDMENT

These Articles of Organization and the Operating Agreement may be amended by the affirmative vote of fifty percent of the Board of Managers of this Limited Liability Company.

IN WITNESS WHEREOF the undersigned authorized representative of the members has executed these Articles of Organization on August 11, 2009.

A handwritten signature in cursive script that reads "Robert Wallace". The signature is written in dark ink and is positioned above a horizontal line.

Robert Wallace

CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED AGENT/REGISTERED OFFICE IN THE STATE OF FLORIDA

1. The name of the Limited Liability Company is UNITED GROCERS OF JACKSONVILLE, LLC

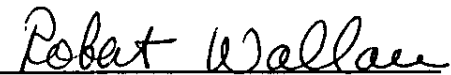
2. The name and address of the registered agent and office is:

Robert Wallace

located at: 7400 Baymeadows Way #106  
Jacksonville, FL 32256

ACKNOWLEDGEMENT:

Having been named as registered agent and to accept service of process for the above-stated Limited Liability 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.

  
Robert Wallace