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June 20, 1996

VIA FEDERAL EXPRESS

Florida Secretary of State
409 East Gaines Street
Tallahassee, FL 32399
Attention: Dana Farmer

400001877444
-06/27/96--01010--035
****285.00 ****285.00

Re: Budd Mayer Supercenters, L.C.

Ladies and Gentlemen:

Enclosed for filing with the Florida Secretary of State are the original Articles of Organization for the above-referenced limited liability company, together with our firm's check in the amount of \$285.00 for the filing fee.

Please return the enclosed copies of the Articles of Organization stamped "Filed" to me at the address shown above.

Thank you for your consideration.

Sincerely,

Amy W. Recchio
Amy W. Recchio
Legal Assistant

Enclosures
AWR

96 JUN 21 PM 12:25
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
6-21-96

**ARTICLES OF ORGANIZATION
OF
BUDD MAYER SUPERCENTERS, L.C.**

FILED
96 JUN 21 PM 12:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a limited liability company under the laws of the State of Florida, pursuant to Chapter 608, Florida Statutes, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be Budd Mayer Supercenters, L.C. (the "Company"). The principal place of business of the Company in Florida shall be 3444 Memorial Highway, Tampa, Florida 33607.

ARTICLE II - DURATION

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall terminate no later than January 1, 2051, unless the Company is earlier dissolved as provided in these Articles of Organization.

ARTICLE III - PURPOSES AND POWERS

The general purpose for which the Company is organized is to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is Robert B. Erger, 3444 Memorial Highway, Tampa, Florida 33607.

**ARTICLE V - ADMISSION OF NEW MEMBERS
(TRANSFERABILITY OF INTERESTS)**

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and upon such terms and conditions as shall be determined by all the members. A member may not transfer his or her interest in the Company unless all the other members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

**ARTICLE VI - TERMINATION OF EXISTENCE
(CONTINUITY OF LIFE)**

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or upon the occurrence of any other event that terminates the continued membership of a member of the Company, unless the business of the Company is continued by the consent of all the remaining members, provided there are at least two (2) remaining members.

**ARTICLE VII - MANAGEMENT
(CENTRALIZATION OF MANAGEMENT)**

The Company shall be managed by one or more managers in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The name and address of the initial manager of the Company is C. Michael Sunderland.

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization for the foregoing uses and purposes this 15th day of June, 1996.

BUDD MAYER REGIONAL COMPANY, L.C.

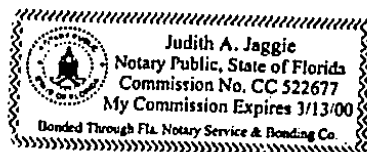
By: C. Michael Sunderland
C. Michael Sunderland, Managing Member

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 15th day of June, 1996, by C. Michael Sunderland, as Managing Member of Budd Mayer Regional Company, L.C., a Florida limited liability company, who executed these articles on behalf of such limited liability company and who is personally known to me and who did take an oath.

Judith A. Jaggie
NOTARY PUBLIC
Print: Judith A. Jaggie

MY COMMISSION EXPIRES:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

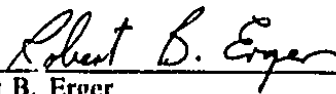
The following is submitted in compliance with Section 608.407 of the Florida Statutes.

BUDD MAYER SUPERCENTERS, L.C., desiring to organize under the laws of the State of Florida with its registered office, as indicated in the Articles of Organization at the City of Tampa, County of Hillsborough, State of Florida, has named Robert B. Erger, located at 3444 Memorial Highway, Tampa, Florida 33607, as its agent to accept service of process within this State.

ACCEPTANCE:

Having been named to accept service of process for the above-named limited liability company, at the place designated in this certificate, I hereby accept the appointment to act in this capacity and agree to comply with Florida law relative to keeping said office open.

DATED: June 15, 1996.



Robert B. Erger
Registered Agent

AFFIDAVIT

STATE OF FLORIDA


COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, personally appeared C. Michael Sunderland, who, being first duly sworn upon oath, deposes and says:

1. That Affiant is the Managing Member of Budd Mayer Regional Company, L.C., a Florida limited liability company.
2. That Budd Mayer Supercenters, L.C., has at least two Members and such Members are set forth below as well as the cash contribution made by, or anticipated to be made by, each Member:

<u>MEMBER</u>	<u>CAPITAL CONTRIBUTION</u>
Budd Mayer Regional Company, L.C.	\$7,500.00
Louis A. Stukenborg	\$ 500.00
TOTAL CAPITAL CONTRIBUTIONS	\$8,000.00

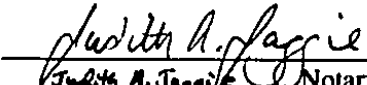
FURTHER AFFIANT SAYETH NOT.


Affiant: C. Michael Sunderland
As: Managing Member
Of: Budd Mayer Regional Company, L.C.

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 15th day of June, 1996, by C. Michael Sunderland, who is personally known to me and who did take an oath.


Judith A. Jaggie, Notary Public

My commission expires: