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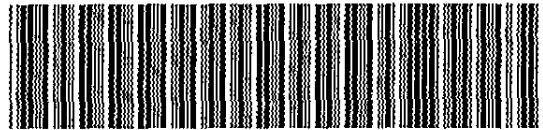
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03 AUG 29 AM 8:00

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TROUTMAN SANDERS LLP

A T T O R N E Y S A T L A W
A LIMITED LIABILITY PARTNERSHIP

BANK OF AMERICA PLAZA
600 PEACHTREE STREET, N.E. - SUITE 5200
ATLANTA, GEORGIA 30308-2218
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Laura E. Robertson
laura.robertson@troutmansanders.com

Direct Dial: 404-885-2513
Direct Fax: 404-962-6772

August 28, 2003

Florida Department of State
Registration Section
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Qualification of Hare Acquisition Company, LLC


Dear Sir or Madam:

Enclosed please find the original and one (1) copy of an Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida (the "Application") for Hare Acquisition Company, LLC, a Certificate of Designation of Registered Agent / Registered Office for Hare Acquisition Company, LLC, an original Certificate of Existence from the Georgia Secretary of State, a self-addressed envelope, and a check for one hundred dollars (\$125.00) for the filing fee.

Please return a date-stamped copy of the Application to me using the enclosed envelope.

If you have any questions or concerns regarding these documents, please do not hesitate to contact me at 404-885-2513. Thank you for your assistance in this matter.

Very truly yours,



Laura E. Robertson

Enclosures

FILED
03 AUG 29 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACT BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN
LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:*

1. Hare Acquisition Company, LLC
(Name of foreign limited liability company)

2. Georgia 3. 05-0582869
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. July 30, 2003 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. Upon filing
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 2110 Executive Drive, Salisbury, North Carolina 28147-9007
(Street address of principal office)

8. If limited liability company is a manager-managed company, check here ☒

9. The name and usual business addresses of the managing members or managers are as follows:

R. Glenn Dixon, Jr., 2110 Executive Drive, Salisbury, North Carolina 28147-9007

Kimberly A. Lyda, 2110 Executive Drive, Salisbury, North Carolina 28147-9007

Alan O. Goodrich, 2110 Executive Drive, Salisbury, North Carolina 28147-9007

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: Operation of retail grocery stores.

Laura E. Robertson
Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Laura E. Robertson
Typed or printed name of signee

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03 AUG 29 AM 8:00
SEC STATE
TALMADGE
FLORIDA

**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 TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Hare Acquisition Company, LLC

2. The name and the Florida street address of the registered agent and office are.

Corporation Service Company

(Name)

1201 Hays Street

Florida street address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee

FL

32301

(City/State/Zip)

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03 AUG 29 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 as provided for in Chapter 608, F.S.

Deborah D. Skipper

(Signature)

Deborah D. Skipper
Asst. V. Pres.

\$ 100.00 Filing Fee for Application
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy (optional)
\$ 5.00 Certificate of Status (optional)

Secretary of State

Corporations Division

315 West Tower

#2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

CONTROL NUMBER : 0341870
DATE INC/AUTH/FILED: 07/30/2003
JURISDICTION : GEORGIA
PRINT DATE : 08/26/2003
FORM NUMBER : 211

TROUTMAN SANDERS, LLP
LAURA ROBERTSON
600 PEACHTREE ST, NE, SUITE 5200
ATLANTA, GA 30308-2216

CERTIFICATE OF EXISTENCE

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that as of the above print date

HARE ACQUISITION COMPANY, LLC
GEORGIA LIMITED LIABILITY COMPANY

is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated.

Said entity was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date and has not filed articles of dissolution, certificate of cancellation or any other similar document with the Office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the print date above. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This information is electronically transmitted, issued and certified in accordance with the Georgia Electronic Records and Signatures Act and Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.

20030826221314978



Cathy Cox

Cathy Cox
Secretary of State