

LAW OFFICES OF
JACOB E. COLGROVE, P.A.

1570 Shadowlawn Drive
Naples, Florida 34104
941/775-4200

PO0000026246

March 7, 2000

CORPORATE RECORDS BUREAU
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, Florida 32399

Re: Incorporation of Family Discount Salvage Grocery

700003162907--7
-03/08/00--01101--002
*****70.00 *****70.00

Dear Sirs:

Appended hereto please find the properly prepared original Articles of Incorporation of Family Discount Salvage Grocery Corp., which I wish to have filed. I have also forwarded a copy of the original Articles such that you may return to me a time-stamped copy.

The cost of filing these Articles will be covered by my draft which I have appended hereto and which has been made payable to the Secretary of State in the total amount of Seventy (\$70.00) Dollars.

Please take those steps necessary to file these Articles at your earliest convenience. Once they have been properly filed, please return to me the time-stamped copy.

Based upon the fact that time is of the essence, please return to me via facsimile transmission at 941/775-2224 confirmation that these Articles have been filed.

Thanking you for your consideration, I remain

Very truly yours,

Jacob E. Colgrove

JEC/drk

Encl: 3/15
Informed client by letter
I added titles incorporator
and RA below signature.

* Faxed corp. detail record screen.

FILED
00 MAR -8 AM 8:52
SECRETARY OF STATE
TALLAHASSEE FLORIDA

S. Thompson MAR 14 2000

FILED
00 MAR -8 AM 8:52
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

of

FAMILY DISCOUNT SALVAGE GROCERY CORP.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, for the purpose of forming a corporation under The Florida General Corporation Act, Florida Statutes Chapter 607, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

This corporation shall be known as FAMILY DISCOUNT SALVAGE GROCERY CORP.

ARTICLE II - DURATION

The term of existence of this corporation is perpetual.

ARTICLE III - PURPOSE

This corporation may engage in, or transact the business of, discounted sale of groceries and related items, and all business activities related thereto, as well as any and all other lawful business and/or activities for which corporations may be incorporated under the laws of the United States of America, The Florida General Corporation Act, the State of Florida, and/or any other state, country, territory, or nation.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which this corporation has authority to issue and have outstanding at any time is Seven Thousand Five Hundred (7,500), all of which shall be common shares having a par value of One (\$1.00) Dollar each.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

AND PRINCIPAL OFFICE

The street address of the initial registered office and the principal office of the corporation is as follows:

306 West Main Street

Immokalee, Florida 34142

and the name of the initial Registered Agent at the aforestated address is as follows:

JOSEPH M. COE

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of the corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share of the new offering at the price at which it is offered to others.

ARTICLE VII - SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of §1244 of the Internal Revenue Code and the regulations listed thereunder and the officers of the corporation shall take such actions as are necessary, proper, and appropriate to accomplish compliance with all applicable law. The stock of this corporation is further intended to qualify under the requirements of Subchapter S of the Internal Revenue Code and the regulations listed thereunder and the officers of the corporation shall take such actions as are necessary, proper, and appropriate to accomplish compliance with all applicable law.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have the following number of directors initially:

One (1)

JOSEPH M. COE

306 West Main Street
Immokalee, Florida 34142

The number of directors may be either increased or decreased from time to time through appropriate changes in the By-Laws but the number of directors shall never be less than One (1) nor more than Three (3).

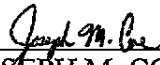
ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

JOSEPH M. COE
306 West Main Street
Immokalee, Florida 34142

IN WITNESS WHEREOF, I have set my hand in subscription of these Articles of Incorporation this 7th day of March, 2000.

I am familiar with, accept, and will faithfully perform my duties and responsibilities as Registered Agent for said corporation.

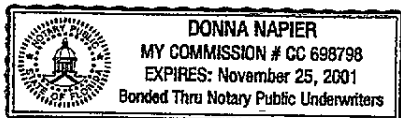


JOSEPH M. COE
Incorporator and Registered Agent

STATE OF FLORIDA :
: § §
COUNTY OF COLLIER :

BEFORE ME, the undersigned authority duly authorized to administer oaths and take acknowledgments, personally appeared JOSEPH M. COE who is personally known to me or who has produced his Florida Driver License Number C000-493-78-424-0 as identification, and acknowledged that he is the incorporator of the foregoing Articles of Incorporation and that he subscribed the foregoing Articles of Incorporation for the purposes expressed therein.

IN WITNESS WHEREOF, I have set my hand and Official Seal this 7th day of
March, 2000.



Donna Napier
Signature of Notary

Donna Napier
Name of Notary Printed

Serial or Commission Number

My Commission Expires