

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

PO0000035208

Gmi: PAYroll Services, Inc.

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- Art of Inc. File Cert
- LTD Partnership File _____
- Foreign Corp. File _____
- L.C. File _____
- Fictitious Name File _____
- Trade/Service Mark _____
- Merger File _____
- Art. of Amend. File _____
- RA Resignation _____
- Dissolution / Withdrawal _____
- Annual Report / Reinstatement _____
- Cert. Copy _____
- Photo Copy _____
- Certificate of Good Standing _____
- Certificate of Status _____
- Certificate of Fictitious Name _____
- Corp Record Search _____
- Officer Search _____
- Fictitious Search _____
- Fictitious Owner Search _____
- Vehicle Search _____
- Driving Record _____
- UCC 1 or 3 File _____
- UCC 11 Search _____
- UCC 11 **T SMITH APR 06 2000** _____
- Courier _____

FILED
00 APR -6 PM 1:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
00 APR -6 AM 11:25
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Signature _____

Requested by: CD 4-6-00 11:00
Name Date Time

Walk-In _____ Will Pick Up _____

ARTICLES OF INCORPORATION

OF

GMI PAYROLL SERVICES, INC.

The undersigned, a natural person competent to contract, does hereby make, execute, subscribe and file these Articles of Incorporation for the purposes of organizing a corporation under the laws of the State of Florida.

FILED
00 APR -6 PM 1:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

CORPORATE NAME

The name of this Corporation will be: GMI Payroll Services, Inc.

ARTICLE II

NATURE OF CORPORATE BUSINESS AND POWERS

The business to be contracted by this Corporation shall be providing payroll services to Grocery Marketing, Inc., and any other activity not prohibited by law, as the Directors may deem appropriate.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this Corporation shall be authorized to issue and have outstanding at any one time shall be 1,000,000 shares of common stock.

ARTICLE IV

TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE V

REGISTERED ADDRESS
INITIAL REGISTERED AGENT

The street address of the initial Registered Office of this Corporation in the State of Florida shall be:

8 East Atlantic Avenue
Delray Beach, Florida 33444

The initial Registered Agent of this Corporation shall be:

Alan Schuering
8 East Atlantic Avenue
Delray Beach, Florida 33444

ARTICLE VI

BOARD OF DIRECTORS

This Corporation shall have one (1) director initially.

ARTICLE VII

INITIAL DIRECTORS

The name and address of the initial Director of this Corporation is:

Alan Schuering
8 East Atlantic Avenue
Delray Beach, Florida 33444

The persons named as initial Directors shall hold office for the first year of existence of this Corporation, or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLES VIII

INCORPORATOR

The name of the person signing these Articles of Incorporation as the Incorporator and his street address are:

Alan Schuering
8 East Atlantic Avenue
Delray Beach, Florida 33444

ARTICLES IX

INDEMNIFICATION

This Corporation shall indemnify to the fullest extent permitted by Section 607.0850 and any other applicable provisions of the Florida Business Corporation Act, as may be amended from time to time, any director or officer of the Corporation who is a party or who is threatened to be made a party to any proceeding which is a threatened, pending or completed action or suit brought against an officer or director in his official capacity. This Corporation shall not indemnify any director or officer in any action or suit, threatened, pending or completed, brought by him against the Corporation, in the event the officer or director is not the prevailing party. Indemnification of any other persons, such as employees or agents of the Corporation, or serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be determined in the sole and absolute discretion of the Board of Directors of the Corporation.

Pursuant to Section 607.0850(9)(a) of the Florida Business Corporation Act, no court-ordered indemnification shall under any circumstances be permitted.

ARTICLE X

AFFILIATED TRANSACTIONS

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

ARTICLE XI

CONTROL SHARE ACQUISITIONS

This Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

IN WITNESS WHEREOF, the undersigned incorporator has executed the foregoing Articles of Incorporation this 30 day of March, 2000.

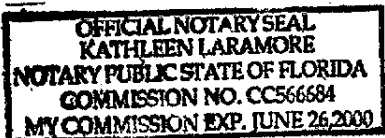
Alan Schuering
Alan Schuering, Incorporator

STATE OF FLORIDA)
 Palm Beach) SS
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 30 day of March, 2000, by Alan Schuering, who is personally known to me or who produced FL DL# S652-00351-1900 as identification.

Kathleen Laramore
Notary Public

My Commission expires: June 26, 2000



**CERTIFICATE DESIGNATING REGISTERED AGENT
AND OFFICE FOR SERVICE OF PROCESS**

GMI Payroll Services, Inc., a corporation existing under the laws of the State of Florida with its principal office and mailing address at 8 East Atlantic Avenue, Delray Beach, Florida 33444, has named Alan Schuering, whose address is 8 East Atlantic Avenue, Florida 33444, as its agent to accept service of process within the state of Florida.

ACCEPTANCE

Having been named to accept service of process for the above-named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of the law.


Alan Schuering

FILED
00 APR -6 PM 1:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA