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August 31, 2000

FILED
00 SEP - 1 AM 9:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Via Federal Express

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

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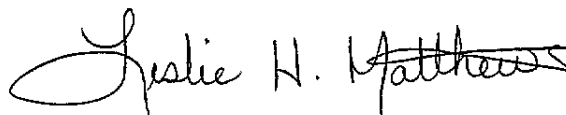
Re: Articles of Incorporation
Fleming's of Tampa, Inc.

Dear Sir or Madam:

Enclosed please find Articles of Incorporation for Fleming's of Tampa, Inc. together with a check in the amount of \$78.75 for the filing fee, designation of Registered Agent, and for a certified copy of the Articles of Incorporation. Also enclosed is a self-addressed, stamped envelope for your convenience.

Thank you for your attention to this matter.

Sincerely,



Leslie H. Matthews, CLA

/lm

Enclosures

T. Burch SEP 7 2000

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
FLEMING'S OF TAMPA, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I
Name

The name of the corporation is Fleming's of Tampa, Inc.

ARTICLE II
Principal Office

The address of the initial principal place of business of the corporation is 10206 Newington Place, Tampa, Florida 33626.

ARTICLE III
Stock

The number of shares of stock the corporation is authorized to have outstanding at any one time is one thousand (1,000) shares, all of which shall be common shares in one class only, each with a par value of \$.01 per share.

ARTICLE IV
Initial Registered Agent and Address

The Registered Agent of the corporation is Scott D. Clay, and the registered address is Ganther & Fee, P.A., 101 E. Kennedy Blvd., Suite 1030, Tampa, Florida 33602.

ARTICLE V
Purpose

The purpose for which the corporation is organized is to engage in any legal business.

**ARTICLE VI
Management**

The business of the corporation shall be managed by a board of directors elected by the shareholders in accordance with the Bylaws of the corporation.

**ARTICLE VII
Incorporator**


The name and street address of the incorporator is as follows: Scott D. Clay, 101 E. Kennedy Blvd., Suite 1030, Tampa, Florida 33602.

The undersigned has executed these Articles of Incorporation this 31st day of August, 2000.



SCOTT D. CLAY
Incorporator

Having been named as Registered Agent and to accept service of process for the above-stated corporation at the place designated in the 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 am familiar with and accept the obligations of my position as Registered Agent, this 31st day of August, 2000.



SCOTT D. CLAY
Registered Agent