

James W. Bauman

Attorney At Law

P00000091461

September 21, 2000

Department of State
Division of Corporations
P. O. Box 6217
Tallahassee, FL 32314

Re: RUMFORD TRADING CO., INC.

500003403085--0
-09/25/00--01151--004
*****78.75 *****78.75

Gentlemen:

Enclosed are the original and one copy of the Articles of Incorporation for the above-named proposed Florida corporation. Also enclosed is my firm's check in the amount of \$78.75 representing payment of the following:

| | |
|----------------------|---------|
| Filing Fee | \$35.00 |
| Certified Copy Fee | 8.75 |
| Registered Agent Fee | 35.00 |

Please file the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Thank you for your courtesies in this matter.

Very truly yours,



James W. Bauman, Esq.

/hm
Enclosures

FILED
00 SEP 25 AM 9:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch SEP 28 2000

ARTICLES OF INCORPORATION
OF
RUMFORD TRADING CO., INC.

FILED
00 SEP 25 AM 9:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

The name of the corporation shall be: RUMFORD TRADING CO., INC.

ARTICLE II

The principal place of business and mailing address of this Corporation shall be:

3225 S. MacDill Avenue
Tampa, Florida 33629

ARTICLE III

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 10,000 shares of common stock having a par value of \$1.00.

ARTICLE IV

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida. In addition, and more specifically, this Corporation shall function as a gourmet market and deli for the sale of food, all grocery items, sundry items, including beer and wine, as well as wholesale and retail sale of food and beverages.

ARTICLE V

This Corporation shall have perpetual existence commencing upon the filing of these Articles.

ARTICLE VI

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

Michael W. McKenzie
3225 S. MacDill Avenue
Tampa, Florida 33629

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VII

This Corporation shall have one director initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VIII

The name of the initial director of this Corporation and his street address are:

Michael W. McKenzie
3225 S. MacDill Avenue
Tampa, Florida 33629

ARTICLE IX

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

Michael W. McKenzie
3225 S. MacDill Avenue
Tampa, Florida 33629

ARTICLE X

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these

Articles of Incorporation be made.

The undersigned has executed these Articles of Incorporation this ____ day of September, 2000.


MICHAEL W. McKENZIE
Incorporator

STATE OF FLORIDA)
COUNTY OF PINELLAS)

BEFORE ME, a Notary Public, personally appeared MICHAEL W. McKENZIE, to me known to be the persons described as Incorporators and who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to these Articles of Incorporation on the ____ day of September, 2000.

Notary Public

My Commission expires:

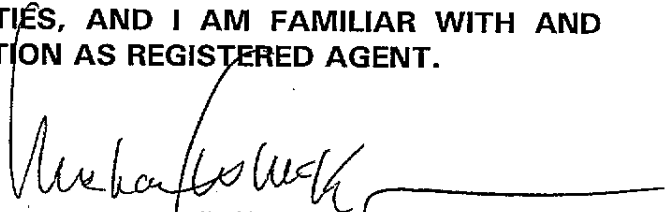
**CERTIFICATE OF DESIGNATION
OF RESIDENT AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the resident agent/registered office in the State of Florida.

1. The name of the corporation is RUMFORD TRADING CO., INC.
2. The name and address of the resident/registered agent and office is:

Michael W. McKenzie
3225 S. MacDill Avenue
Tampa, FL 33629

HAVING BEEN NAMED AS RESIDENT AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION, 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.


MICHAEL W. McKENZIE
Resident Agent

9/21/2000
Date

FILED
00 SEP 25 AM 9:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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