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THE MCQUAID GROUP, INC.

P O BOX 760

GENEVA, AL. 36340-0507

00 OCT 30 PM 3: 05

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TEL: 334-684-6398

FAX: 334-684-7193

Secretary of State

State of Florida

Division of Corporations

P O Box 6327

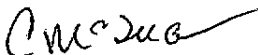
Tallahassee, Fl. 32314-6327

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*****70.00 *****70.00

October 27, 2000

Enclosed please find the original and one copy of the Articles of Incorporation for "GROCE ENTERPRISES, Inc." along with our check for \$70.00 Please register this corporation and return the registered papers to us.

Thank you,



THE MCQUAID GROUP, INC.

R 10/31/00

ARTICLES OF INCORPORATION
OF
GROCE ENTERPRISES, INC.

FILED
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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 - NAME

The name of the corporation shall be GROCE ENTERPRISES, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business of this corporation shall be Rt 1, box 83, Westville, FL 32464 and the mailing address of this corporation is P O BOX 760, Geneva, AL. 36340-0760.

ARTICLE III - SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 2000.

ARTICLE IV - REGISTERED AGENT AND STREET ADDRESS

The name and street address of the initial registered agent is LISA ELLENBURG, 1136 ENGLISH LANE, WESTVILLE, FL. 32464.

ARTICLE V - INCORPORATORS

The name and street address of the incorporator of these Articles of Incorporation is Charles L. McQuaid, 711 E Water St., Geneva, AL. 36340 and his mailing address is P. O. Box 760, Geneva, AL. 36340-0507.

The undersigned incorporator has executed these Articles of Incorporation on October 27, 2000.


Charles L. McQuaid

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CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of sections 607.0501 and 607.0505, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/agent, in the State of Florida.

1. The name of the corporation is GROCE ENTERPRISES, INC.
2. The name and address of the registered agent and office is LISA N ELLENBURG, 1136 ENGLISH LANE, WESTVILLE, FL. 32464.

Having been named as registered 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.


LISA N ELLENBURG
October 27, 2000