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**KURT ANDREW SIMPSON**  
A PROFESSIONAL ASSOCIATION  
ATTORNEYS AT LAW

February 28, 2001

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Subject: Col. Walker's Palm Valley Market, Inc.

To Whom It May Concern:

Please find enclosed an original and two (2) copies of the Articles of Incorporation of **Col. Walker's Palm Valley Market, Inc.** Also enclosed is my firm's check in the amount of \$122.50 representing the filing fee for the Articles of Incorporation, certified copy and certificate for the incorporation of the above-listed entity. Please return all correspondence concerning this matter to my office.

If you have any questions, please call me at your earliest convenience. Thanking you for every assistance in this matter, I am,

Sincerely yours,

**KURT ANDREW SIMPSON,**  
A Professional Association

  
BRUCE R. ANDERSON, JR.

BRAjr/kas  
Enclosures

FILED  
01 MAR -5 PM 3:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
EFFECTIVE DATE  
03/01/01

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**ARTICLES OF INCORPORATION**  
**OF**  
**COL. WALKER'S PALM VALLEY MARKET, INC.**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as the incorporator of **COL. WALKER'S PALM VALLEY MARKET, INC.** under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such Corporation:

**ARTICLE I. NAME**

EFFECTIVE DATE

03/01/01

The name of the Corporation is: **COL. WALKER'S PALM VALLEY MARKET, INC.**

**ARTICLE II. ADDRESS**

The street address of the initial principal office and the mailing address of the Corporation are: 2 South Roscoe Blvd., Ponte Vedra Beach, Florida 32082.

**ARTICLE III. COMMENCEMENT OF EXISTENCE**

The existence of the corporation commences on March 1, 2001, unless the filing of these Articles of Incorporation occurs more than five (5) business days thereafter, in which event such existence commences on the date of filing of these Articles of Incorporation. This election is made pursuant to §607.0123 and §607.0203, Florida Statutes.

**ARTICLE IV. DURATION**

The period of duration of the Corporation is perpetual.

**ARTICLE V. PURPOSE**

The purpose or purposes for which the Corporation is organized are to engage in any activity of business permitted under the Laws of the United States of America and of this State.

**ARTICLE VI. AUTHORIZED SHARES**

The maximum number of shares the Corporation is authorized to issue is 100,000 shares of Common Stock having a par value of \$1.00 per share.

**ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT**

The Corporation designates 2 South Roscoe Blvd., Ponte Vedra Beach, Florida 32082 as

the street address of the initial registered office of the Corporation and names **Robert F. Walker**, the Corporation's initial Registered Agent at that address to accept service of process within this State.

#### **ARTICLE VIII. INITIAL BOARD OF DIRECTORS**

The Corporation has one (1) director initially. The number of directors may be either increased or diminished from time to time as provided in the Bylaws, but will never be less than one (1). The name of the initial director is **Robert F. Walker**.

#### **ARTICLE IX. INCORPORATOR**

The name and street address of the initial Incorporator is:

<u>Name</u>	<u>Address</u>
<b>ROBERT F. WALKER</b>	2 South Roscoe Blvd. Ponte Vedra Beach, Florida 32082

#### **ARTICLE X. INITIAL OFFICERS**

The name and address of the person who shall serve as Officers until the first annual meeting of Shareholders, or until his successor shall have been elected and qualified is as follows:

<u>Name</u>	<u>Address</u>
<b>ROBERT F. WALKER</b> President/Treasurer/Secretary	2 South Roscoe Blvd. Ponte Vedra Beach, Florida 32082

#### **ARTICLE XI. SHAREHOLDER ACTION**

Two-thirds consent of the Stockholders of the Corporation shall be required for any Shareholder action.

#### **ARTICLE XII. ADOPTION, AMENDMENT OR REPEAL OF ARTICLES OF INCORPORATION**

The Shareholders have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a Stockholders' meeting, with not less than a two-thirds vote of the common stock.

### **ARTICLE XIII. PREEMPTIVE RIGHTS**

The holders of the common stock of this Corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such as the shares of the stock of this Corporation as may be issued for money or any property or services from time to time, in addition to that stock authorized and issued by the Corporation. The pre-emptive right of any holder is determined by the ratio of the authorized and issued shares of stock held by the holder of all shares of common stock currently authorized and issued.

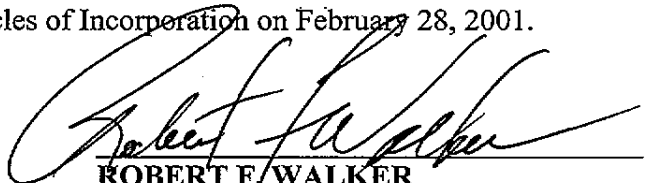
### **ARTICLE XIV. INDEMNIFICATION**

(a) The corporation shall indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was a director or officer of the corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as a director or officer of the corporation or its subsidiaries. To the fullest extent not prohibited by law, the corporation shall advance indemnification expenses for actions taken in the capacity of such person as an officer or director, within twenty (20) days after receipt by the corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses.

(b) The corporation by action of its board of directors, in its sole discretion, may indemnify any person who is or was a party to any proceeding, by reason of the fact that such person is or was an employee or agent of the corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as an employee or agent of the corporation or its subsidiaries. The corporation by action of its board of directors, in its sole discretion, may advance indemnification expenses for actions taken in the capacity of such person as an employee or agent, after receipt by the corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay

the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses. Absent specific action by the board of directors, the authority granted to the board of directors in this paragraph (b) shall create no rights in the persons eligible for indemnification or advancement of expenses and shall create no obligations of the corporation relating thereto.

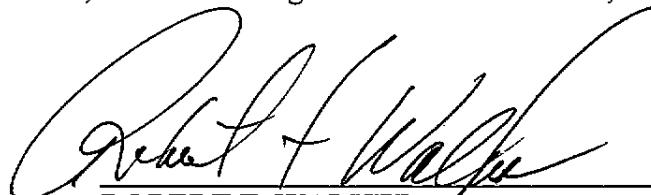
The undersigned incorporator, for the purpose of forming a Corporation under the laws of the State of Florida, has executed these Articles of Incorporation on February 28, 2001.

  
ROBERT F. WALKER  
Incorporator

**ACCEPTANCE**

I, the undersigned, agree to act as registered agent for the Corporation named above, to accept service of process at the place designated in these Articles of Incorporation, and to comply with the provisions of the Florida Business Corporation Act, and acknowledge that I am familiar with, and accept, the obligations of such position.

Dated: February 28, 2001

  
ROBERT F. WALKER

01 MAR - 5 PM 4:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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