

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

PO1000060355

Ruth Grocery, Inc.

FILED
01 JUN 18 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Signature _____

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Walk-In _____ Will Pick Up _____

- Art of Inc. File _____
- ___ LTD Partnership File _____
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- ___ 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 Retrieval _____
- ___ Courier _____

J. BRYAN JUN 18 2001

**ARTICLES OF INCORPORATION
of
RUTH GROCERY, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator for the purpose of forming a corporation under Chapter 607 Florida Statutes, hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME AND ADDRESS

The name of this corporation is RUTH GROCERY, INC. The business mailing address of the corporation is 2102 N. Armenia Ave., Tampa, Florida 33607.

ARTICLE II - DURATION

The duration of the corporation is perpetual.

ARTICLE III - SHARES OF STOCK

The aggregate number of shares which the corporation is authorized to issue is One Thousand (1,000). Such shares shall be of a single class and shall have a par value of One Dollar (\$1.00) per share.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of transacting any business that a corporation may engage in under the laws of the State of Florida.

ARTICLE V - INITIAL SUBSCRIBER

The initial subscriber to these Articles of Incorporation is GEBRELWA N. WOLDEGIORGIS, whose address is 3324 West Nassau Street, Tampa, Florida 33607.

ARTICLE VI - OFFICERS AND DIRECTORS

Officers and Directors shall be duly elected by the Bylaws of the corporation and shall serve until the next election or their resignation. The Officers and Directors may either be increased or

decreased from time to time by the Bylaws, but shall never be less than one.

ARTICLE VII - BYLAWS

The Bylaws of the corporation shall be made by the Initial Subscriber. The Bylaws shall be adopted and may be amended in accordance with the procedure set forth in the Bylaws.

ARTICLE VIII - AMENDMENTS

The Articles of Incorporation of the corporation may be amended by resolution of the Board of Directors, approved by the members of the corporation, as provided in the Bylaws of the corporation.

ARTICLE IX - RESIDENT OFFICE AND REGISTERED AGENT

The Resident Office and the Registered Agent of the corporation shall be, **BUDDY D. FORD, ESQUIRE**, 115 N. MacDill Avenue, Tampa, FL 33609.

The undersigned subscriber has executed these Articles of Incorporation on this 5th day of June, 2001.

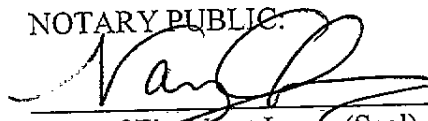


GEBRELWA N. WOLDEGIORGIS


**STATE OF FLORIDA
COUNTY OF HILLSBOROUGH**

SWORN TO AND SUBSCRIBED before me, this 5th day of June, 2001, by GEBRELWA N. WOLDEGIORGIS who has produced Driver's License # H432-294-73-628-0 identification and who did take an oath.

NOTARY PUBLIC.



State of Florida at Large (Seal)

 Nancy K Chaffin
My Commission **CC745382**
Expires July 22, 2002


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

Pursuant to the provision of section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is RUTH GROCERY, INC.
2. The name and address of the registered agent and office is Buddy D. Ford, Esquire, 115 N. MacDill Avenue, Tampa, Florida 33609.

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.

DATED on this 19th day of June, 2001.



BUDDY D. FORD, ESQUIRE
115 N. MacDill Avenue
Tampa, Florida 33609
(813) 877-4669

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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