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JOHN T. CHANDLER  
Attorney at Law

Virginia Avenue Professional Centre • 900 Virginia Avenue, Suite 7 • Fort Pierce, FL 34982  
Telephone 561/464-3774 • FAX 561/464-8131

November 29, 2001

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

500004702285--5  
-12/03/01--01056--001  
\*\*\*\*\*122.50 \*\*\*\*\*78.75

Re: Ruddy's Groceries. Inc.

Gentlemen:

I am enclosing herewith an original and a copy of Articles of Incorporation for the above-named corporation. Please file the documents.

A check in the sum of \$122.50 is enclosed, which represents the following fees:

Filing Fee	\$ 35.00
Certified copy	52.50
<u>Registered agent fee</u>	<u>35.00</u>
TOTAL	\$122.50

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

Your prompt attention to this matter would be appreciated.

Sincerely,



JOHN T. CHANDLER

JTC/lc

Enclosures

FILED  
01 DEC -3 AM 10:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

10-5-01  
WOC

**ARTICLES OF INCORPORATION  
OF  
RUDDY'S GROCERIES, INC.**

FILED  
01 DEC -3 AM 10:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**BY THESE ARTICLES OF INCORPORATION** the incorporator forms a corporation for profit under Florida law.

1. **NAME.** The name of the corporation is RUDDY'S GROCERIES, INC.

2. **TERM.** The corporation shall exist perpetually. Corporate existence shall begin when these articles are filed with the Department of State.

3. **PURPOSE.** The purpose of this corporation is to transact any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

4. **CAPITAL STOCK.** This corporation is authorized to issue 100 shares of common stock for a par value of \$1.00 per share. The board of directors may dispose of the authorized buy unissued stock from time to time, but every shareholder may purchase his prorata share, as near as can be done without the issuance of fractional shares, on the sale for cash of any previously unissued or new stock of this corporation at the same price at which it is offered to others.

5. **REGISTERED AGENT.** The initial registered agent for this corporation is PAUL W. RUDDY, and the initial registered office is located at 13490 Orange Avenue, Fort Pierce, FL 34982.

6. **CORPORATE ADDRESS.** The corporation's initial principal office is located at 13490 Orange Avenue, Fort Pierce, FL 34945, and the mailing address is the same.

7. **DIRECTORS.** This corporation shall have one director initially. The number of directors shall be fixed by the bylaws.

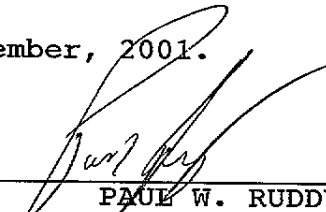
8. **INITIAL DIRECTORS.** The name and address of the first board of directors, who shall hold office until the first annual meeting of stockholders, is Paul W. Ruddy, 2322 St. Lucie Blvd., Fort Pierce, FL 34946.

9. **INCORPORATOR.** The name and address of the incorporator is

Paul W. Ruddy, 2322 St. Lucie Blvd., Fort Pierce, FL 34946.

10. **AMENDMENT OF ARTICLES.** This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendments thereto, and any right conferred upon the shareholders is subject to this reservation.

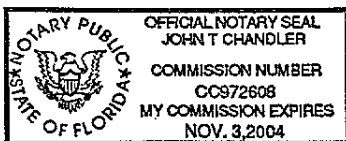
Dated this 29<sup>th</sup> day of November, 2001.


  
PAUL W. RUDDY

STATE OF FLORIDA  
COUNTY OF ST. LUCIE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared PAUL W. RUDDY, who was identified by FLA DRIVERS LICENSE, who executed the foregoing instrument and who acknowledged before me that he executed the same.

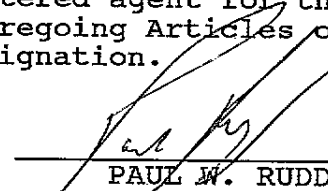
WITNESSETH my hand and official seal in the County and State last aforesaid this 29 day of November, 2001.



  
John T. Chandler  
NOTARY PUBLIC-STATE OF FLORIDA  
Commission No: CC972608  
Commission Expiration: Nov 3, 2004

**CONSENT OF REGISTERED AGENT**

Having been named as registered agent for this corporation at the office designated in the foregoing Articles of Incorporation, the undersigned accepts the designation.

  
PAUL W. RUDDY