

P02000005045

KRASNY AND DETTMER

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS
ATTORNEYS AND COUNSELORS AT LAW

THE RIVERFRONT BUILDING
304 S. HARBOR CITY BOULEVARD, SUITE 201
POST OFFICE BOX 428
MELBOURNE, FLORIDA 32902-0428
321
TELEPHONE (407) 723-5646
TELECOPIER (407) 768-1147

FILED
02 JAN 10 PM 2:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MIKE KRASNY
DALE A. DETTMER*
SCOTT KRASNY

*BOARD CERTIFIED IN TAXATION

900004764649--3
-01/10/02--01028--023
*****78.75 *****78.75

January 7, 2002

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

RE: Klebeck's Groceries, Inc.

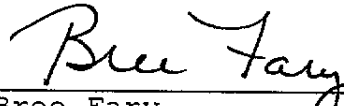
Gentlemen:

You will find enclosed the original and one copy of the Articles of Incorporation of Klebeck's Groceries, Inc. Also enclosed is our trust account check in the amount of \$78.75 to cover the cost of filing and a certified copy of the Articles.

Your assistance in this matter is appreciated.

Very truly yours,

KRASNY AND DETTMER


Bree Fary
Legal Assistant to Scott Krasny

/bf
encs.

M:\Corporate\Klebeck's Groceries\SECSTATELET.INC.doc

OB

ARTICLES OF INCORPORATION
OF
KLEBECK'S GROCERIES, INC.

FILED
02 JAN 10 PM 2:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, being natural persons competent to contract, hereby subscribe to the formation of a corporation under the laws of the State of Florida.

ARTICLE I
Name

The name of this Corporation is KLEBECK'S GROCERIES, INC.

ARTICLE II
Term of Existence

This Corporation shall commence upon the filing of these Articles and shall exist perpetually.

ARTICLE III
Purpose

The purpose of this corporation is to engage in any activity or business lawful under the laws of the State of Florida or the United States of America.

ARTICLE IV
Capital Stock

This Corporation is authorized to issue Ten Thousand (10,000) shares of One Dollar (\$1.00) par value, common stock.

The shares of this Corporation are not to be divided into classes.

This Corporation is not authorized to issue shares in series.

ARTICLE V
Pre-emptive Rights

Every shareholder, upon the sale for cash of any new stock of this Corporation shall have the right to purchase his pro-rata share thereof (as nearly as can be done without issuing fractional shares), at the price at which it is offered to others.

ARTICLE VI
Initial Registered Office, Agent and Corporation

The initial street address in Florida of the initial registered office of this Corporation is 877 North A1A, #302, Indialantic, Florida 32903, and the name of the initial registered agent of this Corporation at that address is THOMAS E. KLEBECK. The initial address of the Corporation is 877 North A1A, #302, Indialantic, Florida 32903.

ARTICLE VII
Board of Directors

The initial Board of Directors shall consist of one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The name and address of the person who shall serve as director until the first annual meeting of shareholders or until his successors shall have been elected and qualified is as follows:

THOMAS E. KLEBECK
877 North A1A, #302
Indialantic, Florida 32903

ARTICLE VIII
Cumulative Voting

The shareholders of this Corporation shall be allowed to vote their shares cumulatively so as to give one candidate as many votes as the number of directors to be elected multiplied by the number of shares to distribute them among as many candidates as he may wish. Notice must be given to the President of this Corporation not less than twenty-four (24) hours prior to the time set for the holding of the shareholders' meeting for the election of directors that said shareholder intends to accumulate his vote at the election.

ARTICLE IX
Incorporators

The name and address of the initial incorporator is as follows:

THOMAS E. KLEBECK
877 North AlA, #302
Indialantic, Florida 32903

ARTICLE X
Amendment to Articles

The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a shareholders' meeting with not less than a majority vote of the common stock.

ARTICLE XI
Acceptance by Registered Agent

The Registered Agent is familiar with and accepts the duties and responsibilities as registered agent for said corporation.

IN WITNESS WHEREOF, the undersigned has made and
subscribed to these Articles of Incorporation in Melbourne,
Brevard County, Florida, this 31st day of December, 2001.

I ACCEPT THE DESIGNATION AS
REGISTERED AGENT.

Thomas E. Klebeck (See Seal)
THOMAS E. KLEBECK
Incorporator & Registered Agent

STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day before me, an officer
duly qualified to take acknowledgments, personally appeared
THOMAS E. KLEBECK, personally known by me to be the person
described in and who executed the foregoing instrument and
acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and
State last aforesaid, this 31st day of December, 2001.

Scott Krasny
Notary Public
My Commission Expires

M:\Corporate\Klebeck's Groceries\Art-of-Inc.doc

