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Florida Department of State

Division of Corporations
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

Fleming's of Birmingham, Inc.

Certificate of Status	1
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FROM

(WED) 5. 22' 02 13:56/ST. 13:55/NO. 4863333598 P 2
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**Articles of Incorporation
of
Fleming's of Birmingham, Inc.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, acting as the sole Incorporator of Fleming's of Birmingham, Inc. ("Corporation") under the Florida Business Corporation Act, Chapter 607, Florida Statutes, as hereafter amended and modified, hereby adopts the following Articles of Incorporation for the Corporation:

**ARTICLE I
Name**

The name of the Corporation is: Fleming's of Birmingham, Inc.

**ARTICLE II
Business and Activities**

The Corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE III
Shares**

The total number of shares of capital stock that the Corporation shall have the authority to issue shall be ten thousand (10,000) shares of Common Stock having a par value of \$.01 per share ("Common Stock").

**ARTICLE IV
Principal Office**

The address of the principal office of the Corporation is 10206 Newington Place, Tampa, Florida 33626.

Bruce M. Rodgers, Esquire
Florida Bar # 0908215
Foley & Lardner
100 N. Tampa Street, Suite 2700
Tampa, Florida 33602
Phone 813-225-4106

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ARTICLE V
Initial Registered Office and Agent

The address of the initial registered office of the Corporation is 10206 Newington Place, Tampa, Florida 33626 and the initial registered agent at such address is Bruce M. Rodgers, Esq.

Incorporator

The name and address of the sole Incorporator of the Corporation is as follows:

Bruce M. Rodgers, Esquire
Foley & Lardner
100 North Tampa Street, Suite 2700
Tampa, Florida 33602

IN WITNESS WHEREOF, these Articles of Incorporation have been signed by the undersigned Incorporator as of the 22nd day of May, 2002.



Bruce M. Rodgers, Incorporator

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**ACCEPTANCE OF APPOINTMENT BY INITIAL
REGISTERED AGENT**

THE UNDERSIGNED, having been named in Article V of the foregoing Articles of Incorporation as the initial registered agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that it is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to it as the registered agent of Fleming's of Birmingham, Inc.

DATED: Effective this 22nd day of May, 2002.


Bruce M. Rodgers, Esquire

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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