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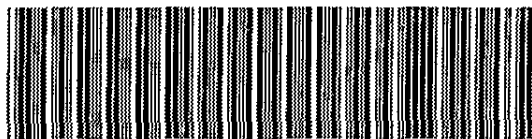
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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2002 NOV 15 AM 8 51

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11-20-02
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MARSHALL, BURKETT & ASSOCIATES, INC.

4355 Hancock Bridge Parkway
N. Ft. Myers, FL 33903
941/997-1441

Richard A. Marshall

Wayne D. Burkett

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

Gentlemen:

Enclosed please find Articles of Incorporation for:

Thompson'S #1 Grocery, Inc.

We have previously contacted your office and have reserved said name under reference number _____.

Also enclosed please find our check in the amount of \$78.⁷⁵~~50~~

This represents the following fees:

Filing Fee	_____
Stock Authorization Fee	_____
Certified Copy Fee	_____
Res. Agent Filing Fee	_____

Total

\$ 78.⁷⁵~~50~~

Please file this charter and return it to our office at your earliest convenience. If you find that you require additional information or fees, please do not hesitate to contact us. Your cooperation in this matter is greatly appreciated.

Respectfully,

Richard Marshall
Richard Marshall

ARTICLES OF INCORPORATION
OF
THOMPSON'S #1 GROCERY, INC.

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The undersigned subscriber to these articles of Incorporation each a natural person competent to contract, hereby associate themselves together to form a corporation for profit under the Laws of the State of Florida.

ARTICLE I

The name of this corporation shall be THOMPSON'S #1 GROCERY, INC.

ARTICLE II

The general nature of the business to be transacted and carried on shall be:

A. To carry on and conduct any lawful business in the State of Florida, including but not limited to, the business of operating a grocery store.

B. The nature of business shall be deemed to include all the rights, powers and privileges now afforded by the laws of the State of Florida, and such rights as may hereafter be extended by the laws of Florida to corporations for profit.

ARTICLE III

The initial post office address of the principal place of business of this corporation in the State of Florida is; 3449 Canal St. Fort Myers, Fl. 33905

The Board of Directors may from time to time move the registered office to any other address in the State of Florida. The registered office and the principal place of business are one and the same.

ARTICLE IV

The Corporation shall commence upon compliance with the requirements of Florida law, and it's existence shall be perpetual.

ARTICLE V

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 10,000 shares of the par value of \$1.00 per share, all of which shall be common stock of the same class.

ARTICLE VI

The name and post office address of the subscribers to the Certificate of Incorporation are:

Elijah Thompson
1378 Nuna Ave.
Fort Myers, Fl. 33905

Agnes Thompson
1378 Nuna Ave.
Fort Myers, Fl. 33905

The subscribers hereto are over the age of eighteen (18) years and are residents of the State of Florida.

ARTICLE VII

The amount of capital with which this corporation shall begin business shall be \$500.00

ARTICLE VIII

This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by by-laws adopted by stockholders but shall never be less than one (1).

ARTICLE IX

The name and post office address of each of the first Board of Directors is:

Elijah Thompson	Agnes Thompson
1378 Nuna Ave.	1378 Nuna Ave.
Fort Myers, Fl. 33905	Fort Myers, Fl. 33905

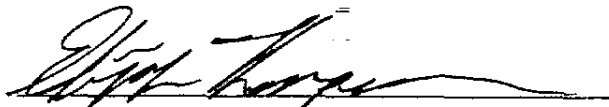
ARTICLE X

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a Stockholders' Meeting by a majority of the stockholders entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XI

Elijah Thompson is hereby designated as Registered agent upon whom service of process may be made.

Having been named to accept service of process for the foregoing corporation, at the place designed in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said acts relative to keeping open said business.



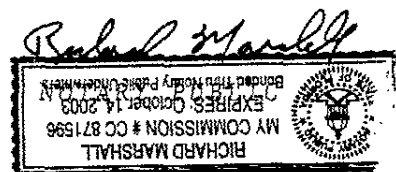
Elijah Thompson
1378 Nuna Ave.
Fort Myers, Fl. 33905

STATE OF FLORIDA

COUNTY OF LEE

BEFORE ME, The undersigned authority, personally appeared Elijah Thompson & Agnes Thompson to me known to be the persons described in the foregoing Articles of Incorporation, who, after being duly sworn, depose and say that he/she executed the said Articles of Incorporation for the purposes therein stated.

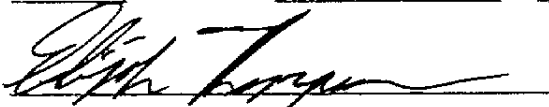
WITNESS my hand and seal this 7th day of November, 2002.



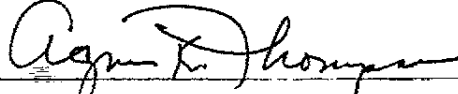
ARTICLE XII

The foregoing Articles of Incorporation are to be construed as independent objects, purposes and powers in the operation of this corporation and all in furtherance and not in limitation of the general powers conferred by the laws of the State of Florida upon corporations organized thereunder the enumeration of these specific powers set forth in these Articles shall not be constructed to limit or restrict in any manner the general powers of this corporation as conferred upon by the laws of the Statutes of the State of Florida.

IN WITNESS WHEREOF, we have hereunto set our hands and seals
this 7th day of November, 2002.



Elijah Thompson
1378 Nuna Ave.
Fort Myers, Fl. 33905



Agnes Thompson
1378 Nuna Ave.
Fort Myers, Fl. 33905

BEFORE ME, the undersigned authority, personally appeared

Elijah Thompson

Agnes Thompson

to me known to be the persons described in the foregoing Articles of Incorporation, who after being duly sworn, depose and say that he/she executed the said Articles of Incorporation for the purposes therein stated.

WITNESS my hand and seal this 7th day of November, 2002.



NOTARY PUBLIC

