

**Electronic Articles of Incorporation
For**

P03000005344
FILED
January 15, 2003
Sec. Of State

BLUE NILE FOOD MARKET INC

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

BLUE NILE FOOD MARKET INC

Article II

The principal place of business address:

1600 18TH AVE SOUTH
ST. PETERSBURG, FL. 33712

The mailing address of the corporation is:

1600 18TH AVE SOUTH
ST. PETERSBURG, FL. 33712

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:

50

Article V

The name and Florida street address of the registered agent is:

MERWAN D GRADE
9100 9TH ST. NORTH
1002
ST. PETERSBURG, FL. 33702

I certify that I am familiar with and accept the responsibilities of registered agent.

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Registered Agent Signature: MERWAN GRADE

Article VI

The name and address of the incorporator is:

BLUE NILE FOOD MARKET INC
1600 18TH AVE SOUTH
ST. PETERSBURG
FL 33712

Incorporator Signature: MERWAN GRADE

Article VII

The effective date for this corporation shall be:

01/15/2003