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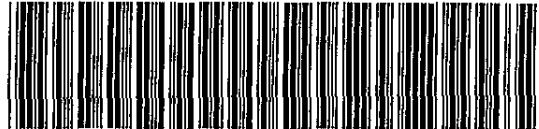
(Business Entity Name)

(Document Number)

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04 MAR -9 PM 3:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VS 3/16/04

TRANSMITTAL LETTER

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

SUBJECT: QUALITY NEIGHBORHOOD GROCERIES, INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee
& Certificate of Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: NORMAN J. SCHUCHMAN
Name (Printed or typed)

5327 FLINTWOOD CIR.
Address

PENSACOLA, FL 32504
City, State & Zip

850-476-4446
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

FILED

04 MAR - 9 PM 3:35

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*ARTICLES OF INCORPORATION
OF*

QUALITY NEIGHBORHOOD GROCERIES, INC.

In compliance with the requirements of F. S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I - NAME

The name of the corporation ("Corporation") is QUALITY NEIGHBORHOOD GROCERIES, INC.

ARTICLE II - ADDRESS

The initial address of the corporation is 2050 n. 12th Ave., Pensacola, FL 32503.

ARTICLE III - NATURE AND/OR PURPOSE OF BUSINESS

The corporation shall engage in any activities or business permitted under the laws of the United States or of the State of Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of one class denoted common stock having a nominal par value of \$1.00 per share. Shares of stock are as follows:

Michael Lutts - 500 shares.

Norman J. Schuchman - 500 shares.

ARTICLE V - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The initial street address of the Corporation's registered office is 6706 N. 9th Avenue, Suite D-19, Pensacola, Florida 32504. The initial registered agent for the Corporation at that address is NORMAN J. SCHUCHMAN.

ARTICLE VII - DIRECTORS

The business of the corporation shall be managed and its corporate powers exercised by a board of one or more directors. The corporation shall have three directors initially. The number of directors may be increased or decreased from time to time by by-laws adopted by the stockholders but there shall never be less than one.

ARTICLE VIII - INITIAL DIRECTORS AND OFFICERS

The name and address of the persons who will serve on the initial directors and corporate officers are:

Name	Address	Office
Michael Lutts	13555 Perdido Key Dr. Pensacola, FL 32514	Vice-President
Norman J. Schuchman	5397 Flintwod Cir. Pensacola, FL 32504	President

ARTICLE IX - SUBSCRIBERS

Name	Address	Office
Michael Lutts	13555 Perdido Key Dr.	Vice-President
Norman J. Schuchman	3597 Flintwood Circle Pensacola, Florida	President

ARTICLE X - PREEMPTIVE RIGHTS

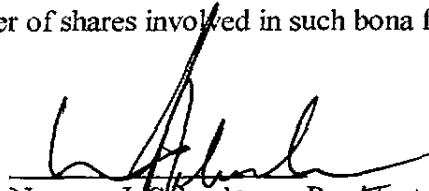
Every shareholder, upon the sale of any stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE - RESTRICTIONS ON SALE OF STOCK

The corporation, and subject to the priority of the corporation, the remaining stockholders of the corporation shall have preference in the purchase of any shares of the capital stock of the corporation and any attempted sale of such shares of stock in violation of this provision shall be null and void. In case a stockholder, his personal representatives, heirs, devisees, legatees, pledgees, assignees, receivers, trustee in bankruptcy, or any other person holding under or in privity with any stockholder desires to sell his shares of stock,

he shall file notice in writing of such intention with the secretary of the corporation stating the terms of the bona fide offer which he has received, and unless the terms of such offer are accepted within ten (10) days, it shall be deemed to have waived its privilege of purchasing. In the event that the corporation is legally unable to purchase such stock or otherwise waives its privilege or purchasing, the secretary of the corporation shall mail written notice to all remaining stockholders, by certified mail, return receipt requested, advising them of the terms of such bona fide offer, and unless the terms of such offer are accepted by any or all of the stockholders within ten (10) days from the date of mailing such notices they shall be deemed to have waived their privilege of purchasing and the

stockholders, or the person in privity with him, desiring to sell shall be at the liberty to effect a sale upon the terms of such bona fide offer. No stockholder may cause the corporation or the remaining stockholders to waive their privilege of purchasing until such stockholder has received a bona fide offer for the purchase of such shares. Neither the corporation nor the remaining stockholders (collectively) may exercise their privilege of purchasing as to any shares less than the total number of shares involved in such bona fide offer.


Norman J. Schuchman, President


Michael Lutts, Vice-President

STATE OF FLORIDA

COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 5th day of March, 2004, by Norman J. Schuchman, who produced a FL driver's license as identification.

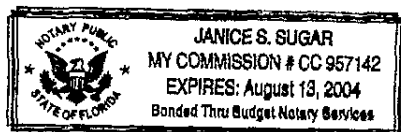



NOTARY PUBLIC

STATE OF FLORIDA

COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 5th day of March, 2004, by Michael Lutts, who produced a FL driver's license as identification.




NOTARY PUBLIC