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**C. J. WAHRMAN III, P.A.**

**ATTORNEY AT LAW**

3200 N. MILITARY TRAIL  
SUITE 200  
BOCA RATON, FLORIDA 33431

TELEPHONE (954) 691-6042  
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May 24, 2004

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

Re: Grocery Marketing, Inc.

Dear Sir or Madam:

Enclosed for filing with respect to the above-referenced corporation is the *Certificate of Domestication*, together with check no. 18233 payable to Florida Department of State in the amount of \$128.75 representing the certificate of domestication fee, the filing fee for the articles of incorporation and the cost of a certified copy.

Upon completion of the filing process, please return a certified copy of the articles to this office in the enclosed pre-addressed envelope. If you have any questions, please do not hesitate to contact me. Thank you for your attention to this matter.

Very truly yours,

A handwritten signature in black ink that reads "C. J. Wahrman III". The signature is written in a cursive style with a horizontal line at the end.

C. J. Wahrman III

CJW/  
Enclosures

### CERTIFICATE OF DOMESTICATION

The undersigned, Alan C. Schuering, President  
(Name) (Title)

of Grocery Marketing, Inc., a foreign Corporation,  
(Corporation Name)

in accordance with F. S. 607.1801 does hereby certify:

1. The date on which corporation was first formed was July 8, 1986.
2. The jurisdiction where the above named corporations was first formed, incorporated, or otherwise came into being was Illinois.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was Grocery Marketing, Inc..
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to s. 607.0202 and 607.0401 with this certificate is Grocery Marketing, Inc..
5. The jurisdiction that constituted the seat, siege, social principal place of business or central administration of the corporation, or any other equivalent thereto under applicable law immediately prior to the filing of the Certificate of Domestication was Illinois.
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant s. 607.1801.

I am Alan C. Schuering, of Grocery Marketing, Inc. and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so this the 19<sup>th</sup> day of May, 2004.

Alan Schuering (President)  
(Authorized Signature)

Filing Fee:	
Certificate of Domestication	\$ 50.00
Articles of Incorporation and Certified Copy	\$ 78.75
Total to domesticate and file	\$128.75

FILED  
04 MAY 26 PM 2:30  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**GROCERY MARKETING, INC.  
a Florida Corporation**

**FILED**

04 MAY 26 PM 2:30

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a Florida corporation (the "Corporation") under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

**ARTICLE I**

**NAME**

The name of the Corporation is GROCERY MARKETING, INC. and the principal place of business is 601 N. Congress Avenue, Building 4, Suite 437, Delray Beach, Florida 33445.

**ARTICLE II**

**PURPOSE**

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

**ARTICLE III**

**CAPITAL STOCK**

The Corporation is authorized to issue One Hundred Thousand (100,000) shares of One Dollar (\$1.00) par value Common Stock.

**ARTICLE IV**

**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation is 601 N. Congress Avenue, Building 4, Suite 437, Delray Beach, Florida 33445, and the name of the initial Registered Agent of the Corporation at that address is Alan C. Schuering.

**ARTICLE V**

**INITIAL BOARD OF DIRECTORS**

The Corporation shall initially have one (1) Director to hold office until the first Annual Meeting of Shareholders and the successor(s) shall have been duly elected and qualified, or until their earlier resignation, removal from office or death. The number of directors may be either

increased or decreased from time to time in accordance with the Bylaws of the Corporation, but shall never be fewer than one (1). The name and address of the initial Director of the Corporation is:

<u>Name</u>	<u>Address</u>
Alan C. Schuering	601 N. Congress Avenue Building 4, Suite 437 Delray Beach, FL 33445

#### ARTICLE VI

#### INCORPORATOR

The name and address of the Incorporator of the Corporation is:

<u>Name</u>	<u>Address</u>
Alan C. Schuering	601 N. Congress Avenue Building 4, Suite 437 Delray Beach, FL 33445

#### ARTICLE VII

#### AMENDMENTS

The Board of Directors of the Corporation may propose amendments to these Articles of Incorporation for submission to the Shareholders, and the Shareholders entitled to vote on such amendments must approve such amendments. Notwithstanding the foregoing, the Board of Directors may adopt amendments to the Articles of Incorporation without Shareholder action as provided for in the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 19th day of May, 2004.

  
Alan C. Schuering, Incorporator

#### ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as Registered Agent to accept service of process for GROCERY MARKETING, INC. at the place designated in the foregoing Articles of Incorporation, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to

comply with the provisions of the Florida Business Corporation Act relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

Date: 5/19/04 By: Alan C. Schuering  
Alan C. Schuering, Initial Registered Agent