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08/20/04--01044--008 **128.75

08/20/04 11:10:00

TRANSMITTAL LETTER

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

SUBJECT: Food & More (GA), Inc.

Enclosed is an original and one (1) copy of the Certificate of Domestication and a check for:

FEES:

Certificate of Domestication	\$50.00
Articles of Incorporation and Certified Copy	<u>\$78.75</u>
Total to domesticate and file	\$128.75

OPTIONAL:

Certificate of Status	\$ 8.75
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FROM: Richard A. Jacobson

Name (printed or typed)

501 E. Kennedy Blvd., Ste. 1700

Address

Tampa, FL 33602

City, State & Zip

813/222-1159

Daytime Telephone Number

CERTIFICATE OF DOMESTICATION

The undersigned, Gunder Zimmermann, President
(Name) (Title)

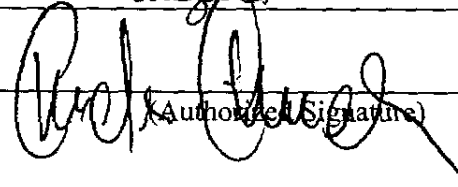
of Food & More (GA), Inc. a foreign corporation,
(Corporation Name)

in accordance with s. 607.1801, Florida Statutes, does hereby certify:

1. The date on which corporation was first formed was June 4, 1999.
2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being was Georgia.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was Food & More (GA), 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 Food & More (GA), Inc.
5. The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the corporation, or any other equivalent jurisdiction under applicable law, immediately before the filing of the Certificate of Domestication was Georgia.
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to s. 607.1801.

I am President, of Food & More (GA), Inc.

and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so this the 13th day of August, 2004.


(Authorized Signature)

Filing Fee:

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

ARTICLES OF INCORPORATION
IN COMPLIANCE WITH CHAPTER 607, F.S.

ARTICLE I NAME

THE NAME OF THE CORPORATION SHALL BE:

Food & More (GA), Inc.

ARTICLE II PRINCIPAL OFFICE

THE PRINCIPAL PLACE OF BUSINESS/MAILING ADDRESS IS:

12912 Castlemaine Drive
Tampa, FL 33626

ARTICLE III PURPOSE

THE PURPOSE FOR WHICH THE CORPORATION IS ORGANIZED:

Real estate holding company.

ARTICLE IV SHARES

THE NUMBER OF SHARES OF STOCK IS:

Authorized: 1,000

Issued: 1,000

ARTICLE V INITIAL DIRECTORS AND/ OR OFFICERS

THE NAME(S) AND ADDRESS(ES) AND SPECIFIC TITLES:

Gunder Zimmermann, President, Secretary and Treasurer
Ulrich Zimmermann, Chief Financial Officer

ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

THE NAME AND FLORIDA STREET ADDRESS (P.O. BOX NOT ACCEPTABLE) OF THE REGISTERED AGENT IS:


Richard A. Jacobson, Esq.
501 E. Kennedy Blvd., Suite 1700
Tampa, FL 33602

ARTICLE VII INCORPORATOR

THE NAME AND ADDRESS OF THE INCORPORATOR IS:

Richard A. Jacobson, Esq.
501 E. Kennedy Blvd., Suite 1700
Tampa, FL 33602

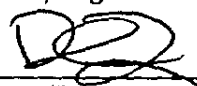
HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I AM FAMILIAR WITH AND
ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY.



Signature/Registered Agent

8/12/04

Date



Signature/Incorporator

8/13/04

Date

06/09/04 10:10:00