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**FLORIDA PROFIT/NON PROFIT CORPORATION**  
**Grocery Station, Inc.**

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**ARTICLES OF INCORPORATION  
OF  
GROCERY STATION, INC.**

**ARTICLE 1**

**NAME AND ADDRESS**

Section 1.1 Name. The name of the corporation is Grocery Station, Inc. (the "Corporation").

Section 1.2 Address of Principal Office. The address of the principal office of the Corporation is 10175 Fortune Parkway, Suite 702, Jacksonville, Florida 32256. The mailing address of the Corporation is P.O. Box 11, Ponte Vedra, Florida 32004.

**ARTICLE 2**

**DURATION**

Section 2.1 Duration. The Corporation shall exist perpetually.

**ARTICLE 3**

**PURPOSES**

Section 3.1 Purposes. This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States and of the State of Florida.

**ARTICLE 4**

**CAPITAL STOCK**

Section 4.1 Authorized Capital. The maximum number of shares of stock which the Corporation is authorized to have outstanding at any one time is one hundred thousand (100,000) shares (the "Capital Stock") divided into classes as follows:

(a) Forty thousand (40,000) shares of preferred stock having a par value of \$0.01 per share (the "Preferred Stock"), and which may be issued in one or more classes or series as further described in Section 4.2;

(b) Thirty thousand (30,000) shares of Class A voting common stock having a par value of \$0.01 per share and having the voting and other rights described in Section 4.3 (the "Class A Common Stock"); and

(c) Thirty thousand (30,000) shares of Class B voting common stock having a par value of \$0.01 per share and having the voting and other rights described in Section 4.3 (the "Class B Common Stock" and together with the Class A Common Stock, the "Common Stock")

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Section 4.2 Preferred Stock. The Board of Directors is authorized to provide for the issuance of the Preferred Stock in one or more classes and in one or more series within a class and, by filing the appropriate Articles of Amendment pursuant to the applicable laws of Florida which shall be effective without shareholder action, is authorized to establish the number of shares to be included in each class and each series and the preferences, limitations and relative rights of each class and each series.

Section 4.3 Common Stock. Except as otherwise required by Florida law, each outstanding share of Class A Common Stock shall be entitled to one vote on all matters required to be approved by the shareholders and each outstanding share of Class B Common Stock shall be entitled to twenty votes on all matters to be approved by the shareholders. Subject to the rights of any outstanding classes or series of Preferred Stock having preferential dividend rights, holders of Common Stock are entitled to such dividends as may be declared by the Board of Directors out of funds lawfully available therefor. Upon the dissolution of the Corporation, holders of Common Stock are entitled to receive, pro rata in accordance with the number of shares owned by each, the net assets of the Corporation remaining after the holders of any outstanding classes or series of Preferred Stock having preferential rights to such assets have received the distributions to which they are entitled.

#### ARTICLE 5

#### INCORPORATOR

Section 5.1 Name and Address of Incorporator. The name and address of the sole incorporator is as follows:

<u>Name</u>	<u>Address</u>
Michael B. Kirwan	One Independent Drive, Suite 1300 Jacksonville, Florida 32202

#### ARTICLE 6

#### REGISTERED OFFICE AND AGENT

Section 6.1 Name and Address. The street address of the registered office of the Corporation is One Independent Drive, Suite 1300, Jacksonville, Florida 32202, and the name of the registered agent of this Corporation at that address is F & L Corp.

#### ARTICLE 7

#### BYLAWS

Section 7.1 Bylaws. The bylaws may be amended or repealed from time to time by either the Board of Directors or the shareholders, but the Board of Directors shall not alter, amend or repeal any Bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the Board of Directors.

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ARTICLE 8

INDEMNIFICATION

Section 8.1 Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE 9

AMENDMENT

Section 9.1 Amendment. The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

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IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 31st day of May, 2011.

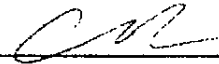


Michael B. Kirwan, Incorporator

**ACCEPTANCE BY REGISTERED AGENT**

Having been named to accept service of process for the above-stated corporation, at the place designated in the above Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with and I accept the obligations of a registered agent.

**F & L CORP., Registered Agent**



Chauncey W. Lever, Authorized Signatory

Date: May 31, 2011

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