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DOMESTICATION
TOPS HOLDING INVESTMENT, INC.

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ARTICLES OF INCORPORATION
OF
TOPS HOLDING INVESTMENT, INC.

ARTICLE I
NAME AND ADDRESS

The name of this corporation is TOPS HOLDING INVESTMENT, INC. The principal office and the mailing address of the corporation is 2495 Enterprise Road, Suite 200, Clearwater, Florida 33763.

ARTICLE II
DURATION

This corporation shall have perpetual existence.

ARTICLE III
CAPITAL STOCK

This corporation is authorized to issue 1,000,000 shares of common stock, which shall be designated as "Common Shares." The par value of each share of stock shall be -0-.

ARTICLE IV
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 911 Chestnut Street, Clearwater, Florida 33756, and the name of the initial registered agent of this corporation at that address is Adam D. Birch.

ARTICLE V
INCORPORATOR

The name of the incorporator is Adam D. Birch, whose address is 911 Chestnut Street, Clearwater, Florida 33756.

ARTICLE VI
INITIAL DIRECTORS AND OFFICERS

The number of Directors constituting the initial Board of Directors of the corporation shall be three (3), and the names and addresses of the persons sworn to serve as the Directors until the first meeting of shareholders or until their successors are elected and qualified is:

Jeffrey S. Hardy 2495 Enterprise Road, Suite 200, Clearwater, Florida 33763

Prepared By:
Adam D. Birch, Esquire
Johnson, Pope, Bokor,
Ruppel & Burns, LLP
911 Chestnut Street
Clearwater, FL 33756
(727) 461-1818
Bar No. 109028

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Michael Hardy 2495 Enterprise Road, Suite 200, Clearwater, Florida 33763
Kevin Hardy 2495 Enterprise Road, Suite 200, Clearwater, Florida 33763

The name and addresses of the initial officers who shall serve in the offices designated opposite their names until their successors are elected and qualified are:

Michael Hardy	President
Kevin Hardy	Secretary
Sie Kamide	Treasurer

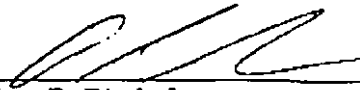
ARTICLE VII INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director to the full extent permitted by law.

ARTICLE VIII AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 8th day of December, 2017.



Adam D. Birch, Incorporator

CERTIFICATE DESIGNATING REGISTERED AGENT
AND STREET ADDRESS FOR SERVICE OF PROCESS
WITHIN FLORIDA

The undersigned, having been named Registered Agent and designated to accept service of process for the above-stated Company, at 911 Chestnut Street, Clearwater, Florida 33756, hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of the duties hereunder.


ADAM D. BIRCH

#4292745_1

CERTIFICATE OF DOMESTICATION
FOR
TOPS HOLDING INVESTMENT, INC.

The undersigned, Adam D. Birch, Authorized Representative of TOPS HOLDING INC., a foreign corporation, in accordance with Section 607.1801, Florida Statutes, does hereby certify:

1. The date on which the corporation was first formed was October 22, 1985.
2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being was Maryland.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was TOPS HOLDING INC.
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to Sections 607.0202 and 607.0120, Florida Statutes, with this certificate is TOPS HOLDING INVESTMENT, INC.
5. The jurisdiction before the filing of the Certificate of Domestication was the State of Maryland.
6. Attached are Florida Articles of Incorporation to complete the domestication requirements pursuant to Section 607.1801, Florida Statutes.
7. This domestication shall be effective in Florida on the date of filing.

Signed this 8th day of December, 2017.


Adam D. Birch, Authorized Representative