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May 15, 1995.

Corporate Records Division
P.O. Box 6327
Tallahassee, FL 32314

Re: VALUE MART OF NORTHWEST FLORIDA, INC.

Gentlemen:

Enclosed are the original and duplicate original copy of the Articles of Incorporation of the above named proposed corporation which have been properly executed.


Please endorse your approval of the Articles Incorporation on the duplicate copy, certify and return to me.

I also enclose Registered Agent designation for filing.

A check is enclosed in the amount of \$122.50 to cover the \$35 filing fee, \$52.50 for certified copy of the Articles and \$35 for registered Agent designation.

If you should have any question regarding the above, please contact me at the phone number listed above.

Sincerely,


F. B. Estergren, P.A.

FBE/jap

SDG

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95 MAY 30 AM 8:49
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

VALUE MART OF NORTHWEST FLORIDA, INC.

ARTICLE I - NAME:

The name of this corporation is: VALUE MART OF NORTHWEST FLORIDA, INC., hereinafter referred to as the "Corporation")

ARTICLE II - DURATION:

The Corporation shall exist perpetually, commencing upon the filing of the Articles of Incorporation with the Department of State.

ARTICLE III - PURPOSE:

The Corporation is organized for the purpose of engaging in the Wholesale/Retail Merchandise business, and for the purpose of transacting any or all other lawful business not inconsistent with the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK:

The Corporation is authorized to issue 100,000 shares of One Dollar (\$1.00) par value common stock.

ARTICLE V - PRE-EMPTIVE RIGHTS.

Every shareholder, upon the sale for cash of any new stock of the same kind, class or series as that which he or she already holds, shall have the right to purchase his or her 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-VI - INITIAL REGISTERED OFFICE AND AGENT:

The principal office and street address of the Corporation is: Rt. 2, Box 105, Freeport, FL 32439, and the mailing address is: Rt. 2, Box 105, Freeport, FL 32439.

The name of the registered agent of the corporation is Herbert L. Miller, Jr., and the street office address of such

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registered agent and registered office of the Corporation is:

Rt. 2, Box 105, Freeport, FL 32439.

ARTICLE VII - INITIAL BOARD OF DIRECTORS:

The Corporation shall have one director(s) initially. The number of directors may be either increased or decreased from time to time by the by-laws but shall never be less than one. The name and address of the initial director of the Corporation is:

Herbert L. Miller, Jr., Rt. 2, Box 105, Freeport, FL 32439.

ARTICLE VIII - INCORPORATOR:

The name and address of the person signing these Articles is: Herbert L. Miller, Jr., Rt. 2, Box 105, Freeport, FL.

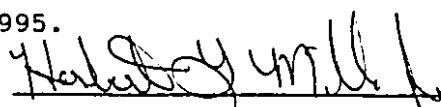
ARTICLE IX - BY-LAWS:

The power to adopt, alter, amend or repeal the by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE X - SECTION 1244 STOCK:

It is the intent of this charter that the directors may sell the capital stock of the Corporation in accordance with the conditions of Sections 1242-1244, inclusive, of the Internal Revenue Code of 1954 as amended.


IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 15th day of May, 1995.



Herbert L. Miller, Jr.

STATE OF FLORIDA
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this 15th day of May, 1995, by Herbert L. Miller, Jr., who is personally known to me or who has produced a Florida driver's license as identification and who did not take an oath.


Notary Public

F. B. ESTERGEN
Notary Public-State of Florida
My Commission Expires SEP. 08, 1995
COMM # CC 134247

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: _____

_____ VALUE MART OF NORTHWEST FLORIDA, INC. _____

2. The name and address of the registered agent and office is:

_____ HERBERT L. MILLER, JR. _____
(NAME)

_____ Rt. 2, Box 105 _____
(P.O. BOX NOT ACCEPTABLE)

_____ Freeport, FL 32439 _____
(CITY/STATE/ZIP)

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 HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES 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.

SIGNATURE

Herbert
Herbert L. Miller, Jr.

DATE

May 15, 1995

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MAY 30 1995
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RECEIVED
CLERK OF THE
COURT
JANUARY 1995