

P95000065960

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
Mailing Address: Post Office Box 10149, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

NAME _____
FIRM _____
ADDRESS _____
PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

EFFECTIVE DATE
8-21-95

FILED
STATE
SECRETARY'S OFFICE
TALLAHASSEE, FL
95 AUG 25 PM 12:22

8/25/95

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY R.H. _____

WALK-IN
Will Pick Up 8:25 12pm

RE: Grocery Liquidators
Inc

	C.C. FEE.	DISBURSED
Capital Express™		
Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
() Gen. Copy(s)		
Art. of Amend. File		
Dissolution/Withdrawal		
C U S.		
Fictitious Name File		
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, Copies		
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prep.		
FAX () pgs.		
SUBTOTALS		

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

ARTICLES OF INCORPORATION

OF

GROCERY LIQUIDATORS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 AUG 25 PM 12:22

EFFECTIVE DATE

8-21-95

The undersigned, acting as incorporator, hereby adopts these Articles of Incorporation and forms a profit corporation (the "Corporation") under the laws of the State of Florida, as follows:

1. NAME

The name of this corporation is:

GROCERY LIQUIDATORS, INC.

2. TERMS OF EXISTENCE

The date when the corporate existence shall commence shall be the date of the execution of these Articles of Incorporation, and the Corporation shall have perpetual existence thereafter.

3. PURPOSE

The purpose for which this corporation is organized is to transact any and all business for which a corporation may be incorporated under Florida laws, including the ownership and operation of real property.

4. CAPITAL STOCK

The corporation shall have the authority to issue 1,000,000 shares of common stock, in one class only, each with a par value of \$1.00.

5. REGISTER AGENT AND OFFICE
PRINCIPAL OFFICE AND ADDRESS

The registered agent shall be John G. Bianco, III, Esquire, and the initial registered office shall be at 705 West Azeele Street, Tampa, Florida 33606. The principal office and mailing address of the Corporation is 3570 South Ocean Boulevard, Palm Beach, Florida 33480.

6. BOARD OF DIRECTORS

The initial Board of Directors shall have two members whose names and addresses are as follows:

Mikael D. Solomon 3570 South Ocean Boulevard, Palm Beach, Florida 33480.

Tara H. Epstein 3570 South Ocean Boulevard, Palm Beach, Florida 33480.

The number of directors may be raised or lowered by amendment of the bylaws of the Corporation, but shall in no case be less than one.

7. INCORPORATOR


The incorporator of this Corporation is John G. Bianco, III, Esquire, whose address is 705 West Azeele Street, Tampa, Florida 33606.

8. SHAREHOLDERS' PREEMPTIVE RIGHTS

Each shareholder of this Corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this Corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this Corporation, in the ratio of the shares he holds at the time of issue bears to the total of numbers of shares outstanding, exclusive of treasury shares.

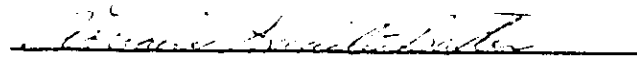
This right shall be deemed waived by any shareholder who does not exercise it and pays for the shares preempted within thirty (30) days of receipt of a notice in writing from the Corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his pre-emptive rights. The right may also be waived by affirmative written waiver submitted by the shareholder to the Corporation within (30) days of receipt of notice from such Corporation.

In witness thereof, the undersigned incorporator has executed these Article of Incorporation this August 21, 1995.


John G. Bianco, III

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing Articles of Incorporation were acknowledged before me this August 21, 1995, by John G. Bianco, III, who is personally known to me ~~OR has produced a Florida driver's license as identification.~~

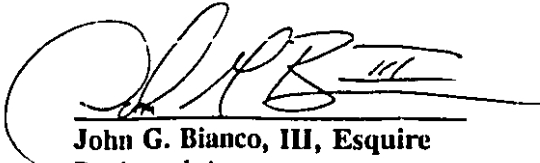

Notary Public - State of Florida at Large
My commission Expires:



LOIS MAINE SPICIALE-BAXTER
Comm Exp. 4/26/99
Bonded By Service Ins
No. OC455809
☒ Personally Known ☐ Other I.D.

ACCEPTANCE BY REGISTERED AGENT AND REGISTERED OFFICE

Having been named Registered Agent and designated to accept service of process for Grocery Liquidators, Inc., at 705 West Azeele Street, Tampa, Florida 33606, I hereby agree to act in this capacity. I further agree to comply with all the provisions of all the statutes relative to the proper and complete performance of my duties. I am familiar with and accept the obligations provided for in Section 607.325, Florida Statutes.


John G. Bianco, III, Esquire
Registered Agent

FILED
SECTION OF CORPORATIONS
DIVISION OF CORPORATIONS
95 AUG 25 PM 12:22