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JOHN W. BATEMAN
1113 ALAMEDA AVENUE
FT. PIERCE, FLORIDA 34982
TELEPHONE (407) 464-4363

February 21, 1996

Florida Secretary of State
Division Of Corporations
409 E. Gaines Street
Tallahassee, Florida 32301

RE: Articles of Incorporation for
SAM'S DISCOUNT FOOD & BEVERAGE, INC.

Gentlemen:

RECORDED 7:24:53B
FEB 27 1996 - 01054 - 000
****122.50 ****122.50

Attached hereto is a Bank Money Order in the amount of \$122.50 for the registration fee for the Articles of Incorporation for "SAM'S DISCOUNT FOOD & BEVERAGE, INC." and the cost of a recorded copy of the instrument. Please return the copy to the address shown above.

Sincerely


John W. Bateman

1 FEB 27 1996 DSB

Enclosures

FILED
96 FEB 26 PM 2:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

SAM'S DISCOUNT FOOD & BEVERAGE, INC.

FILED

96 FEB 26 PM 2:10

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be:

SAM'S DISCOUNT FOOD & BEVERAGE, INC.

The principal place of business of this corporation shall be; 1002 NW Park Street, Okeechobee, Florida 34972.

ARTICLE II - NATURE OF BUSINESS

This Corporation may engage in or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 3500 shares of common stock having ONE DOLLAR (\$1.00) par value per share.

ARTICLE IV ADDRESS

The street address of the initial registered office of the corporation shall be 612 SW Predo Avenue, Port St. Lucie Florida 34983, and the name of the initial registered agent of the corporation at that address is NASSER QASEM.

ARTICLE V TERM OF EXISTENCE

The corporation shall exist perpetuity, commencing on the date filed with the Secretary of State of the State of Florida.

ARTICLE VI DIRECTORS

This corporation shall have one (1) Director initially. The maximum number of Directors of the Corporation is seven (7). The name and address of the of the initial board of Directors is:

Nasser Qasem
612 SW Predo Avenue
Port St. Lucie, Florida 34983

ARTICLE VII - OFFICERS

The name and address of the initial Officer of the Corporation who shall hold office for the first year of the Corporation, or until his successor is elected or appointed, is as follows:

Nasser Qasem, President/Vice President/Secretary/Treasurer
612 SW Prado Avenue
Port St. Lucie, Florida 34983

ARTICLE VIII INCORPORATOR

The name and street address of the Incorporator to these Articles Of Incorporation is:

Nasser Qasem
612 SW Prado Avenue
Port St. Lucie, Florida 34983

ARTICLE IX AMENDMENT

These Articles of Incorporation may be amended by a majority in interest of the shareholders of the Corporation at a meeting duly called for such purpose.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation the 14th day of February 1996.

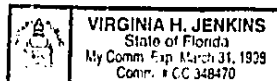
Nasser Qasem
Nasser Qasem, Subscriber

STATE OF FLORIDA

COUNTY OF ST. LUCIE

BEFORE ME, the undersigned authority, personally appeared NASSER QASEM, to be well known to me to be the individual described in, and who executed the foregoing Articles of Incorporation, and he acknowledged before me the he executed the same for the purpose therein expressed.

Virginia H. Jenkins
Notary Public, State of Florida
My Commission Expires March 31, 1998



CERTIFICATE DESIGNATING REGISTERED
OFFICE FOR THE SERVICE OF PROCESS
WITHIN THE STATE, NAMING AGENT
UPON WHOM PROCEEDS MAY BE SERVED

Pursuant to Chapter 48.091 and Chapter 607.034, Florida
Statutes, the following is submitted in compliance with said act:

That Sam's Discount FOOD & Beverage, Inc., desiring to
organize under the Laws of the State of Florida, with its
registered office as indicated in the Articles of Incorporation
at the City of Port St. Lucie, Florida, hereby appoints Nasser
Qasem as its agent to accept service of process within this
State.

ACKNOWLEDGMENT

Having been named to accept service of process for the
above-stated Corporation, at the place designated in this
Certificate, I hereby accept and act in this capacity and agree
to comply with the provision of said act relative to keeping open
said office.


Nasser Qasem, Registered Agent

Dated 2-19 1996

FILED
96 FEB 26 PM 2:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA