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JUL 17 PM 1:36
TAMPA, FLORIDA

7-16-96

BR
Requester's Name

Address

City State ZIP Phone

VALIDATION ONLY

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***122.50 ***122.50

CORPORATION(S) NAME

C. Fleming Holdings, Inc.



Empire Toll Free: 1-800-432-3028

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> NonProfit	<input type="checkbox"/> Dissolution	<input type="checkbox"/> Mark
<input type="checkbox"/> Foreign	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Reservation	<input type="checkbox"/> Change of Registered Agent
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Photo Copies	<input type="checkbox"/> Certificate Under Seal
<input checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem
<input type="checkbox"/> Work In	<input type="checkbox"/> Will Wait	<input type="checkbox"/> After 4:30
	<input checked="" type="checkbox"/> Pick Up	<input type="checkbox"/> Mail Out

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

CERTIFIED COPY

K. CHASSER

JUL 17 1996

ARTICLES OF INCORPORATION

of

C. Fleming Holdings, Inc.
(name of corporation)

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

ARTICLE I - CORPORATE NAME

The name of the corporation is:

C. Fleming Holdings, Inc.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue One Hundred shares (100) of ONE Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is:

NAME	<u>Charles Leibowitz</u>		
ADDRESS	<u>5280 NE 19 Terr</u>		
CITY	FLORIDA	<u>FL</u>	ZIP <u>33308</u>

The principal office, if known, or the mailing address of the corporation is:

NAME	<u>C. Fleming Holdings, Inc.</u>		
ADDRESS	<u>5280 NE 19 Terr</u>		
CITY	FLORIDA	<u>FL</u>	ZIP <u>33308</u>

ARTICLE VI - INITIAL BOARD OF DIRECTOR

This corporation shall have ONE (1) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

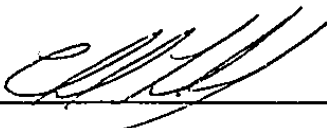
NAME	<u>Charles Leibowitz</u>		
ADDRESS	<u>5220 NE 18 Ave</u>		
CITY	<u>Ft Lauderdale</u>	STATE	<u>FL</u> ZIP <u>33305</u>
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	<u>Charles Leibowitz</u>		
ADDRESS	<u>5220 NE 18 Ave</u>		
CITY	<u>Ft Lauderdale</u>	STATE	<u>FL</u> ZIP <u>33305</u>
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 15th day of July, 1996.

 (Seal)
 _____ (Seal)
 _____ (Seal)

CERTIFICATE AND KNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT
OF

C. Fleming Holdings, Inc.
(name of corporation)

FILED
95 JUL 17 PM 1:35
TALLAHASSEE, FLORIDA

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:
The above corporation, desiring to organize under the laws of the State of Florida with
its registered office as indicated in the Articles of Incorporation

at 5280 NE 18 Terrace

Ft Lauderdale FL 33308

has named Charles Leibowitz

located at the aforesaid address, as its Registered Agent to accept service of process within
this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above stated
corporation at the place designated in this certificate, and being familiar with the obliga-
tions of that position, I hereby accept to act in this capacity, and agree to comply with the
provisions of Florida Law in keeping open said office.


(required agent)