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ARTICLES OF INCORPORATION
OF
APEX WHOLESALE GROCERS CORP.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

APEX WHOLESALE GROCERS CORP.

The address of the principal office of this corporation shall be 20801 Biscayne Boulevard, Suite 301, Aventura, Florida 33180, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage 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 7,500 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 20803 Biscayne Boulevard, Suite 200, Aventura, Florida 33180, and the name of the initial registered agent of the corporation at that address is David C. Jacobson.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have three Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Sam Greenberg Dir.	20801 Biscayne Boulevard, Suite 301 Aventura, Florida 33180
Neal Rose Dir.	20801 Biscayne Boulevard, Suite 301 Aventura, Florida 33180
Brad Young Dir.	20801 Biscayne Boulevard, Suite 301 Aventura, Florida 33180

ARTICLE VII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Sam Greenberg Pres.	20801 Biscayne Boulevard, Suite 301 Aventura, Florida 33180
Neal Rose Sec.	20801 Biscayne Boulevard, Suite 301 Aventura, Florida 33180
Brad Young Treas.	20801 Biscayne Boulevard, Suite 301 Aventura, Florida 33180

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on September 6, 1996.

CORPORATION SERVICE COMPANY

By: Karen B. Rozar
Its Agent, Karen B. Rozar

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ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN THE ARTICLES OF INCORPORATION

DAVID C. JACOBSON _____, an individual residing in this state having a business office identical with the registered office of the corporation named below, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation of:

APEX WHOLESALE GROCERS CORP.

is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: David C. Jacobson

NAME: DAVID C. JACOBSON