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TRANSMITTAL LETTER

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
PO BOX 6327
TALLAHASSEE, FLORIDA 32314

000001956110
-09/25/96--01030--012
****122.50 ****122.50

SUBJECT: BARDIN GROCERY INC.
(PROPOSED CORPORATE NAME)

ENCLOSED IS AN ORIGINAL AND ONE (1) COPY OF THE ARTICLES OF
INCORPORATION AND OUR CHECK FOR \$122.50.

FROM: BARBARA WARD
NAME (PRINTED OR TYPED)
RT 1 BOX 4900
ADDRESS
PALATKA, FLORIDA 32177
CITY, STATE, & ZIP
(904) 325-0628
TELEPHONE NUMBER

FILED
96 SEP 23 PM 4:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: PLEASE PROVIDE THE ORIGINAL AND ONE COPY OF THE ARTICLES.

W SEP 23 1996

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

THE UNDERSIGNED, DESIRING TO ORGANIZE A CORPORATION UNDER CHAPTER 607, FLORIDA STATUTES, SET FORTH THE FOLLOWING:

ARTICLE I

THE NAME OF THIS CORPORATION SHALL BE BARLIN GROCERY INC. THE ADDRESS OF THE PRINCIPAL OFFICE OF THE CORPORATION AND THE MAILING ADDRESS OF THE CORPORATION IS: RT 1 BOX 4900 PALATKA, FLORIDA 32177.

ARTICLE II

THE DURATION OF THE CORPORATION SHALL BE PERPETUAL.

ARTICLE III

THE GENERAL PURPOSE FOR WHICH THE CORPORATION IS ORGANIZED IS TO INCLUDE THE TRANSACTION OF ANY AND ALL LAWFUL BUSINESS FOR WHICH CORPORATIONS MAY BE INCORPORATED UNDER THE FLORIDA GENERAL CORPORATION ACT.

ARTICLE IV

THE AGGREGATE NUMBER OF SHARES WHICH THE CORPORATION SHALL HAVE AUTHORITY TO ISSUE IS 500 SHARES COMMON STOCK ALL OF ONE CLASS, EACH SHARE HAVING A PAR VALUE OF \$1.00, WHICH MAY BE ISSUED FOR SUCH CONSIDERATION HAVING A VALUE OF NOT LESS THAN THE PAR VALUE OF THE SHARES ISSUED THEREFORE AS TO THE BOARD OF DIRECTORS SHALL BE DEEMED APPROPRIATE.

ARTICLE V

THE STREET ADDRESS OF THE CORPORATION'S INITIAL REGISTERED OFFICE IS 6683 CRILL AVENUE PALATKA, FLORIDA 32177, AND THE NAME OF THE REGISTERED AGENT AT THAT OFFICE IS BRENDA WILLIAMS. A WRITTEN ACCEPTANCE AS REQUIRED IN SECTION 607.001, F.S. IS ATTACHED HERETO AND MADE A PART HEREOF.

ARTICLE VI

THE NUMBER OF DIRECTORS CONSTITUTING THE INITIAL BOARD OF DIRECTORS IS TWO (2), AND THE NAMES OF THE PERSONS WHO SHALL SERVE AS DIRECTORS ARE: BARBARA WARD
BONITA BURKS

ARTICLE VII

THE DATE AND TIME OF THE COMMENCEMENT OF THE CORPORATE EXISTENCE SHALL BE THE DAY OF THE FILING OF THESE ARTICLES OF INCORPORATION WITH THE SECRETARY OF STATE OF THE STATE OF FLORIDA.

ARTICLE VIII

THE OFFICERS OF THIS CORPORATION SHALL CONSIST OF A PRESIDENT, SECRETARY, AND TREASURER, EACH OF WHOM SHALL BE APPOINTED BY THE BOARD OF DIRECTORS. SUCH OTHER OFFICERS AND ASSISTANTS AND AGENTS AS MAY BE DEEMED NECESSARY MAY BE ELECTED OR APPOINTED BY THE BOARD OF DIRECTORS FROM TIME TO TIME.

ARTICLE IX

THE NAME(S) AND STREET ADDRESS(ES) OF THE INCORPORATOR(S) OF THESE ARTICLES OF INCORPORATION IS: BARBARA WARD

RT 1 BOX 4950
PALATKA, FLORIDA 32177

BONITA BURKS
RT 1 BOX 4020
PALATKA, FLORIDA 32177

THE UNDERSIGNED INCORPORATOR(S) HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS 15TH DAY OF AUG 1996.

X Barbara Ward
SIGNATURE

X Bonita Burks
SIGNATURE

REGISTERED AGENT'S ACCEPTANCE:

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS APPLICATION, 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 RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Brenda Williams
NAME:

6683 CRILL AVENUE
ADDRESS

PALATKA, FLORIDA 32177
CITY, STATE, ZIP

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA