V Stephen Cohen Robert R. Hearn David Siljennis Ralph P Mangione Amme Mohip lenniler A. Powers R Marshall Rainey James M. Reed Ricardo A Roig

TALLAHASSEE, FLORIDA

John A Schifino William J. Schiffno, Jr. Scott I Steady Russell S Thomas 10-23-56 Kenneth G Turkel

October 23, 1996

Beatrix M. Carta Wagman David B Weinstein Robert V Williams

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VIA AIRBORNE EXPRESS

Secretary of State Division of Corporations Corporate Charter Section 409 E. Gaines Street Tallanassee, Florida 32399

Re: R. W. A. Grocers, Inc.

Dear Sir/Madam:

Attached are an original and one copy of the Articles of Incorporation for the above-referenced corporation. Please file these Articles and return a certified copy to our office.

Also enclosed is a check in the amount of \$122.50 to cover expenses as follows:

FILING FEE

\$35.00

REGISTERED AGENT FEE

\$35.00

CERTIFIED COPY

\$52.50

TOTAL

\$122.50

If you have any questions regarding the enclosed documentation and the filing thereof, please contact our office by telephone. Your assistance in this matter is sincerely appreciated.

Very truly yours,

AM/1mp

Enclosures

ARTICLES OF INCORPORATION OF

FILED

R. W. A. GROCERS, INC.

96 OCT 24 PH 2: 44

The undersigned subscriber hereby files these Articles FLORIDA Incorporation with the Secretary of State of the State of Florida, for the purpose of forming a corporation for profit in accordance with the Florida Business Corporation Act, Chapter 607 of the

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ARTICLE ONE NAME AND MAILING ADDRESS OF CORPORATION 10-23-50

The name of this corporation is R. W. A. Grocers, Inc. (the "Corporation"). The mailing address of the Corporation is One Tampa City Center, Suite 2600, Tampa, Florida 33602.

ARTICLE TWO CAPITAL STOCK

The Corporation is authorized to issue 10,000 shares of \$.10 par value common stock.

ARTICLE THREE CORPORATE EXISTENCE AND DURATION

The period of duration of the Corporation shall be perpetual commencing on the date of execution and acknowledgement of these

ARTICLE FOUR INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Corporation is One Tampa City Center, Suite 2600, Tampa, Florida 33602, and the initial registered agent is R. Marshall Rainey, Esquire. The Board of Directors may, from time to time, move the location of the registered office to any other address in Florida, and may, from time to time, change the registered agent of the Corporation.

ARTICLE FIVE NAME AND ADDRESS OF INCORPORATOR

The name and street address of the incorporator is R. Marshall Rainey, Esquire, One Tampa City Center, Suite 2600, Tampa, Florida

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 23rd day of October,

> Marshall Rainey, Esquire Incorporator

STATE OF FLORIDA COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 23rd day of October, 1996, by R. Marshall Rainey, who is personally

My commission expires:

CORA L. LANE My Comm Exp. 7/04/99 Bonded By Service Ins No. CC477873

Personally Keein | | 100mm L.D.

ACCEPTANCE BY REGISTER D AGENT

R. Marshall Rainey, Esquire, having been designated to act as the registered agent of R. W. A. Grocers, Inc., hereby agrees to

R. Marshall Rainey, Esquire

LANE

Notary Public - State of Florida

WLW0A724

NOTATY

PUBLIC

PH 2: