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OFFICE OF THE
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10920 BISCAYNE BOULEVARD
MIAMI FLORIDA 33161

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Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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-11/15/96--01002--014
****122.50 ****122.50

November 6, 1996

Re: Associated Grocers of America Inc.

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation and Designation of Resident Agent for the above-captioned new corporation.

We would appreciate your filing the Articles with your Department and forwarding a certified copy of the Articles of Incorporation together with the Corporate Charter to the undersigned.

Also, enclosed please find our law office check in the amount of \$122.50, payable to the Secretary of State, representing payment for Capital Stock Tax, Filing Fee, Certified Copy of the Articles of Incorporation and Registered Agent Filing Fee.

Thank you for your anticipated prompt attention to this matter.

Very truly yours,

KRD 16
KENNETH R. DUBOFF

KRD/DRK

enclosures

FILED
96 NOV 14 AM 11:42
SECRETARY OF STATE
TALLAHASSEE FLORIDA

11/19

**ARTICLES OF INCORPORATION
OF
ASSOCIATED GROCERS OF AMERICA INC.**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, does hereby adopt the following articles of incorporation:

**ARTICLE I
NAME OF CORPORATION**

The name of the corporation shall be:

ASSOCIATED GROCERS OF AMERICA INC.

The address of the initial principal office of this corporation shall be:

10920 Biscayne Boulevard, Miami, Florida 33161

and the mailing address of the corporation shall be the same.

**ARTICLE II
DURATION OF EXISTENCE**

The corporation is to exist perpetually.

**ARTICLE III
GENERAL PURPOSE**

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 IV
CAPITAL STOCK**

The maximum number of shares that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 par value per share.

**ARTICLE V
INITIAL REGISTERED OFFICE & RESIDENT AGENT**

The street address of the initial registered office of the corporation is 10920 Biscayne Boulevard, Miami, Florida 33161, and the name of the initial registered agent at that address is Kenneth R. Duboff.

ARTICLE VI
INITIAL DIRECTOR

This corporation shall have one director initially. The name and street addresses of the initial director who shall hold office for the first year of the corporation, or until a successor is elected or appointed is:

Bruce Allen Hayden
8751 NW 55 Place
Coral Springs, Florida 33071

ARTICLE VII
INITIAL OFFICER

The name and street address of the initial officer of the corporation who shall hold office for the first year of the corporation, or until a successor is elected is:


Bruce Allen Hayden 8751 NW 55 Place Coral Springs, Florida 33071	President/Sole Officer
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ARTICLE VIII
INCORPORATOR OF CORPORATION

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

Kenneth R. Duboff
10920 Biscayne Boulevard
Miami, Florida 33161

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, I, the undersigned, constituting the incorporator of this corporation has executed these Articles of Incorporation this 5th day of November, 1996.

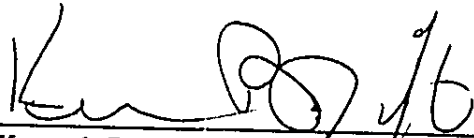


Kenneth R. Duboff, Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

The undersigned, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under Chapter 607, Florida Statutes.

IN WITNESS WHEREOF, the undersigned has executed this Acceptance of Registered Agent for the above corporation on this 5 day of November, 1996.


Kenneth R. Duboff, Registered Agent

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TALLAHASSEE FLORIDA