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TELECOMMUNICATIONS SERVICE

ACCOUNT NO. : 072100000032

REFERENCE : 170203 81634A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : November 27, 1996

ORDER TIME : 11:51 AM

ORDER NO. : 170203-005

EFFECTIVE DATE

11/26/96

CUSTOMER NO: 81634A

400002016244--8
-11/27/96--UT080--007
****122.50 ****122.50

CUSTOMER: D. Brian Kuehner, Esq
D. BRIAN KUEHNER, ESQUIRE

4921 Southfork Drive

Lakeland, FL 33813

DOMESTIC FILING

NAME: O.C.A. OF POLK COUNTY, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap

EXAMINER'S INITIALS: _____

RECEIVED
96 NOV 27 PM 2:50
TELECOMMUNICATIONS SERVICE
FLORIDA

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96 NOV 27 PM 1:21
DIVISION OF CORPORATIONS

NOV 27 1996

096A00053298

ARTICLES OF INCORPORATION

OF

O.C.A. OF POLK COUNTY, INC.

EFFECTIVE DATE

11-26-96

FILED
96 NOV 27 PM 2:50
SEC.
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of O.C.A. OF POLK COUNTY, INC., under the Florida General Corporation Act, adopts the following Articles of Incorporation.

Article I - NAME

The name of this corporation is O.C.A. OF POLK COUNTY, INC. The principal address of this corporation is 1200 West Daughtery Road, Lakeland, Florida.

Article II - COMMENCEMENT OF EXISTENCE

The existence of the corporation is to commence on the date of subscription and acknowledgment of these Articles of Incorporation.

Article III - PURPOSE

The general purpose or purposes for which the corporation is organized are as follows:

- (a) To sell food and drink items in a drive-thru grocery business; and
- (b) To transact any or all other lawful business for which a corporation may be incorporated under the Florida General Corporation Act.

Article IV - AUTHORIZED SHARES

This corporation is authorized to issue 7,500 shares of One Dollar (\$1.00) par value common stock. The consideration to be paid for each share shall be as fixed by the board of directors, and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation with

a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

Article V - CUMULATIVE VOTING

Every shareholder having the right to vote at a meeting of shareholders shall be entitled, in any election of directors, to that number of votes equal to the number of shares held by such shareholder multiplied by the number of directors to be elected, and each shareholder may cast such votes for a single candidate, or may distribute them among any two or more of the candidates. In voting on all other proposals, each shareholder having the right to vote shall be entitled to one vote for each share of voting stock held.

Article VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale of cash of any unissued stock (whether or not presently authorized and including treasury shares) of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others. This right shall be deemed waived by any holder who does not exercise it and pay for the stock preempted within thirty days of receipt of a notice in writing from the corporation inviting him to exercise the right.

Article VII - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The initial registered office of this corporation is 225 E. Edgewood Drive, Apt. 44, Lakeland, Florida 33803-2027, and the name of the initial registered agent of this corporation is Robert R. Ackman, and his address is 225 E. Edgewood Drive, Apt. 44, Lakeland, Florida 33803-2027.

Article VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director. The number of directors may be increased from time to time by the by-laws, but shall never be less than one. The name and address of the initial director is:

Robert R. Ackman
225 E. Edgewood Drive, Apt. 44
Lakeland, Florida 33803-2027

Article IX - INCORPORATORS

The name and address of the Incorporator is:

Robert R. Ackman
225 E. Edgewood Drive, Apt. 44
Lakeland, Florida 33803-2027

The Incorporator of the corporation hereby assigns to this corporation his rights under Section 607.161, Florida Statutes, to constitute a corporation, and he hereby assigns to those persons designated by the board of directors any rights he may have as Incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

Article X - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

Article XI - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

Article XII - AMENDMENT

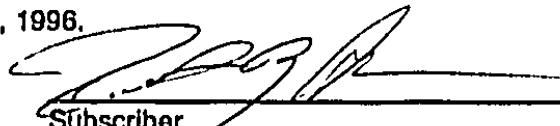
This corporation reserves the right to amend or repeal any provisions contained

In these Article of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

Article XIII - EFFECTIVE DATE

This corporation shall be deemed effective on November 26, 1996, and shall commence its existence on November 26, 1996.

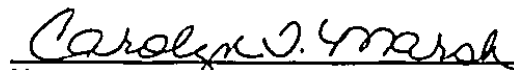
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 26th day of November, 1996.


Subscriber
Name: Robert R. Ackman

STATE OF FLORIDA
COUNTY OF POLK

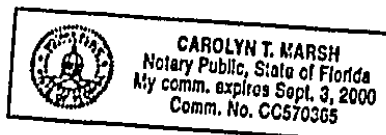
Before me, a Notary Public, authorized to take acknowledgements in the state and county set forth above personally appeared Robert R. Ackman, personally known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation, and he did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 26th day of November, 1996.


Name: _____
(Please Print)
Notary Public

My Commission Expires:

(Affix Notarial Seal)



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THE STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in
compliance with said Act:

O.C.A. OF POLK COUNTY, INC., desiring to organize under the laws of the State
of Florida with its initial registered office, as indicated in the Articles of Incorporation, at
City of Lakeland, County of Polk, State of Florida, has named Robert R. Ackman, located
at 225 E. Edgewood Drive, Apt. 44, Lakeland, Florida 33803-2027, as its agent to accept
service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation,
at place designated in this certificate, I hereby accept to act in this capacity, and agree
to comply with the provision of said Act relative to keeping open said office.


Robert R. Ackman

FILED
95 MAY 27 PM 2:53
STATE
TALLAHASSEE, FLORIDA