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ANTHONY W. CAMPISANO

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MEMBER FL AND PA BARS

December 19, 1996

Secretary of State
Corporate Division
The Capitol
Tallahassee, Florida 32304

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-12/30/96--01082--015
****122.50 ****122.50

Re: Palma Sola Discount Beverage and Food, Inc.

Ladies and Gentlemen:

I have enclosed an original and a copy of the Articles of Incorporation for the above-referenced corporation. In addition, a check in the amount of \$122.50 is enclosed which represents the following fees:

a.	Filing Fee	\$ 35.00
b.	Certified Copy Fee	\$ 52.50
c.	Registered Agent Fee	\$ 35.00
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	Total	\$122.50

EFFECTIVE DATE
1-1-97

Please file the original of the enclosed Articles of Incorporation and return a certified copy to me. Please note the effective date of the Articles of Incorporation is January 1, 1997. If you have any questions, please do not hesitate to contact me. Thank you.

Very truly yours,

Anthony W. Campisano

AWC/sr
Enclosures

cc: Palma Sola Discount Beverage and Food, Inc.

SECRETARY OF STATE
TALLAHASSEE FLORIDA

96 DEC 30 PH 4: 20

FILED

ARTICLES OF INCORPORATION
OF
PALMA SOLA DISCOUNT BEVERAGE AND FOOD, INC.

FILED
96 DEC 30 PM 4: 20
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 609 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

PALMA SOLA DISCOUNT BEVERAGE AND FOOD, INC.

EFFECTIVE DATE
12-31

The address of the principal office of this corporation shall be 8530 Cortez Road West, Bradenton, Florida 34210, 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 businesses permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

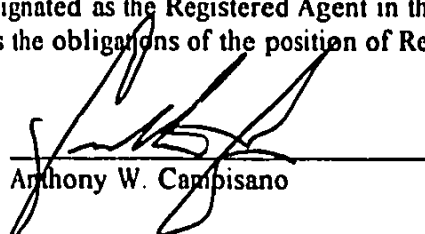
The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1800 Second Street, Suite 755, Sarasota, Florida 34236, and the name of the initial registered agent of the corporation at that address is Anthony W. Campisano.

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

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



Anthony W. Campisano

FILED
96 DEC 30 PM 4: 20
SECRETARY OF STATE
TALLAHASSEE FLORIDA