

P97000001987

LAW OFFICE OF  
RUDOLPH M. DI LASCIO, JR., P.A.

5798 Johnson Street  
Hollywood, Florida 33021

Tel: (954) 966-7466  
Fax: (954) 966-3410

December 31, 1996

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

600002044566--8  
-01/03/97--01101--001  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Articles of Incorporation  
new corporation  
RUSTY'S DISCOUNT GROCERY, INC.

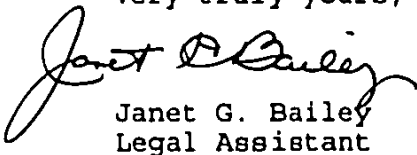
Ladies:

Enclosed you will find the original and one copy of the Articles of Incorporation for the above referenced corporation. I have enclosed a check in the amount of \$122.50 made payable to the Secretary of State representing the filing fee, minimum taxes and the cost of one certified copy.

Please file the enclosed Articles and send the certificate along with the certified copy of the Articles of Incorporation to this office; attorney for the corporation.

Thank you for your cooperation in this matter.

Very truly yours,

  
Janet G. Bailey  
Legal Assistant

/jb  
Enclosures  
By UPS Overnight

FILED  
97 JAN -2 /M 8 56  
TALLAHASSEE, FLORIDA  
STATE

nc 1/9/97

**ARTICLES OF INCORPORATION  
OF  
RUSTY'S DISCOUNT GROCERY, INC.**

FILED  
97 JUN -2 /M 8 56  
STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I. NAME**

The name of the Corporation shall be RUSTY'S DISCOUNT GROCERY, INC., and the principal place of business of this corporation shall be 5931 Johnson Street, Hollywood, Florida 33021.

**ARTICLE II. NATURE OF BUSINESS**

This Corporation may engage in or transact 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 III. CAPITAL STOCK**

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 500 shares of common stock having a \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT AND OFFICE

The street address of the initial registered office of the Corporation shall be: 6114 Garfield Street, Hollywood, Florida 33024, and the name of the initial Registered Agent of the Corporation at that address is: JOHN GARY BORNMAN.

ARTICLE V. TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this Corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE VII. DIRECTORS

This Corporation shall have no more than four (4) Directors. The names and street addresses of the initial members of the Board of Directors are:

JOHN GARY BORNMAN	-	6114 Garfield Street Hollywood, Florida 33024
KEVIN GERALD SCHMID	-	6114 Garfield Street Hollywood, Florida 33024
HERMAN HARVEY	-	2861 N.W. 26th Street Fort Lauderdale, Florida 33311
VIVIAN MARIE HARVEY	-	2861 N.W. 26th Street Fort Lauderdale, Florida 33311

#### ARTICLE VIII. OFFICERS

The names and addresses of the initial officers of the Corporation who shall hold office for the first year of the Corporation, or until their successors are elected or appointed are:

JOHN GARY BORNMAN	6114 Garfield Street
President	Hollywood, Florida 33024
HERMAN HARVEY	2861 N.W. 26th Street
Vice President	Fort Lauderdale, Florida 33311
JOHN GARY BORNMAN	6114 Garfield Street
Treasurer	Hollywood, Florida 33024
VIVIAN MARIE HARVEY	2861 N.W. 26th Street
Secretary	Fort Lauderdale, Florida 33311

#### ARTICLE IX. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders and approved at a Stockholders meeting requiring a unanimous vote, unless all of the Directors and all of the Stockholders sign a written statement manifesting their intentions that a certain amending of these Articles of Incorporation be made.

#### ARTICLE X. SUBCHAPTER 6

The Corporation is authorized to issue only one (1) class of stock, and all issued stock shall be held of record by not more than 35 persons. Stock will be issued and transferred only to (i) natural persons, (ii) estates, or (iii) a trust defined in Section 1361(c)(2)

(or its successor section) of the Internal Revenue Code. In addition, no stock shall be issued or transferred to a nonresident alien.

ARTICLE XI. SUBSCRIBER

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

JOHN GARY BORNMAN  
6114 Garfield Street  
Hollywood, Florida 33024

IN WITNESS WHEREOF, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a corporation has hereunto set his hand and seal on this 31 day of December, 1996.

John G. Bornmann L.S.  
JOHN GARY BORNMANN

STATE OF FLORIDA

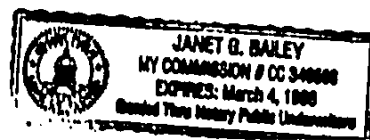
SS:

COUNTY OF BROWARD

BEFORE ME, the undersigned, personally appeared JOHN GARY BORNMANN, to me known to be the person described in and who executed the foregoing Articles of Incorporation, who after being duly sworn under oath, acknowledged before me that he executed same for the purpose therein expressed and produced a Florida Drivers License as photo identification, and who executed the foregoing instrument.

WITNESS my hand and official seal in the State and County aforesaid, this 31 day of December, 1996.

Janet G. Bailey  
NOTARY PUBLIC JANET G. BAILEY  
NOTARY PUBLIC STATE OF FLORIDA  
stamp/seal



ACCEPTANCE OF DESIGNATION  
AS  
REGISTERED AGENT

I, JOHN GARY BORNMAN having been named the statutory agent of RUSTY'S DISCOUNT GROCERY, INC. do hereby accept designation as Registered Agent, and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

DATED this 31 day of December, 1996.

  
JOHN GARY BORNMAN

FILED  
97 JUN -2 PM 8 56  
TALLAHASSEE  
FLORIDA