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TRINKLE, REDMAN, SWANSON, BYRD & COTON, P. A.

ATTORNEYS AT LAW

121 NORTH COLLINS STREET

P.O. BOX TT

PLANT CITY, FLORIDA 33564-9040

JOHN R. TRINKLE (1901-1969)

JOHNNIE B. BYRD, JR.

DANIEL M. COTON

JAMES L. REDMAN

CONRAD SWANSON

ROBERT S. TRINKLE

TELEPHONE (813) 752-6133
TELECOM (813) 754-8957

FILED
JAN 13 PM 12:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

January 7, 1997

Corporate Records Bureau
Division of Corporations
Florida Department of State
Post Office Box 6327
Tallahassee, Florida 32314

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-01/14/97--01071--013
****122.50 ****122.50

RE: S & N Grocery, Inc.

Dear Sir or Madam:

Enclosed please find proposed Articles of Incorporation with respect to the above-referenced corporation, for filing. After said filing, please forward us a certified copy of same.

Also enclosed is our firm's check payable to you in the amount of \$122.50, representing payment of \$35.00 filing fee, \$0.00 for charter tax, \$35.00 for registered agent form, and \$52.50, for certified copy of the Articles of Incorporation.

Thanking you for your courtesies in this matter, I am

Sincerely,

Lisa A. Dreggors

Lisa A. Dreggors

Legal Assistant to James L. Redman

/lad
Enclosures

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1/17/97
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ARTICLES OF INCORPORATION
FOR
S & N GROCERY, INC.

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles Of Incorporation:

Article 1. The name of the corporation shall be:

S & N GROCERY, INC.

Article 2. The principal place of business and mailing address of this corporation shall be:

**121 N. Collins Street
Plant City, FL 33566**

Article 3. The aggregate number of shares of stock that this corporation is authorized to issue and have outstanding at one time is:

**One Hundred (100) shares, all of which shall be
common shares with a par value of \$10.00.**

Article 4. The name and address of the initial registered agent is:

**Rebecca C. Buchanan
121 N. Collins Street
Plant City, FL 33566**

Article 5. The names and street addresses of the incorporators to these Articles of Incorporation are:

**Rebecca C. Buchanan
121 N. Collins Street
Plant City, FL 33566**

The undersigned has executed these Articles of Incorporation this 7th day of January, 1997.


REBECCA C. BUCHANAN

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the Laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida;

1. The name of the corporation is:

S & N GROCERY, INC.

2. The name and address of the registered agent and office are:

**Rebecca C. Buchanan
121 N. Collins Street
Plant City, FL 33566**

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TALLAHASSEE, FLORIDA

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


REBECCA C. BUCHANAN

Dated: January 7, 1997