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Corporation Division
Department of State
P.O. Box 6327
Tallahassee, FL 32314

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-02/05/97--01041--003
****122.50 ****122.50

Re: PAPASON FOODMART, INC.

Gentlemen:

Enclosed please find Articles of Incorporation and Certificate of Registered Agent in connection with the referenced corporation.

Also enclosed is our firm's check in the amount of \$122.50 representing the filing fee, certified copy and registered agent designation fee. Please return a copy of the certified articles in care of this firm.

Sincerely,



M. Chris Edwards

Enclosures

cc: Yen Byer
Larry Duffy

Dmc
2-6-97

FILED
97 FEB -5 PM 12:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
PAPASON FOODMART, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name

The name of the corporation shall be PAPASON FOODMART, INC.

ARTICLE II

Duration

This corporation shall exist perpetually.

ARTICLE III

Purpose

This corporation is organized for the purpose of engaging in any or all lawful business for which corporations may be incorporated.

ARTICLE IV

Capital Stock

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock, which shall be designated "Common Shares".

ARTICLE V

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 (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

By-Laws

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

ARTICLE VII

Cumulative Voting

At each election for Directors every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of Directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE VIII

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 2512 Canterbury Dr. No., West Palm Beach, FL 33407, and the name of the initial registered agent of this corporation at such office is Yen Byer, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process. The mailing address of this corporation is 2512 Canterbury Dr. No., West Palm Beach, FL 33407.

ARTICLE IX

Initial Board of Directors

This corporation shall have two Director initially. The number of Directors may be either increased or diminished from time to time by the By-Laws. The initial director of this corporation shall be Yen Byer and Ha Ngoc-Tran.

ARTICLE X

Incorporator

The name and address of the person signing these Articles of Incorporation is:

Yen Byer
2512 Canterbury Dr. No.,
West Palm Beach, FL 33407

ARTICLE XI

Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, for the purpose of forming a corporation under the laws of the State of Florida, the undersigned subscriber has executed these Articles of Incorporation this 3rd day of

January, 1997.

Yen Byer
Yen Byer

STATE OF FLORIDA

COUNTY OF PALM BEACH

I hereby certify that the foregoing instrument was acknowledged before me this 21st day of January, 1996, by Yen Byer who is personally known to me, or who showed me identification in the form of a driver's license and who did take an oath.

Joann Toohey

Print Name: Joann Toohey
Notary Public, State of Florida



JOANN TOOHEY
Notary Public, State of Florida
My Comm. Exp. Nov. 06, 1997
Comm. No. CC 326733

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process FOODMART, INC. at the place designated in the articles of incorporation, Yen Byer, agrees to act in this capacity and agrees to comply with the provisions of section 48.091 relative to keeping such office open.

Dated this 31st day of January, 1997.

Yen Byer
Yen Byer

STATE OF FLORIDA

COUNTY OF PALM BEACH

I hereby certify that the foregoing instrument was acknowledged before me this 31st day of January, 1997, by Yen Byer who is personally known to me, or presented identification in the form of a valid FL Diver License and who did take an oath.

Joann Toohey
Print Name: Joann Toohey
Notary Public, State of Florida



JOANN TOOHEY
Notary Public, State of Florida
My Comm. Exp: Nov. 06, 1997
Comm. No. CC 326733

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TALLAHASSEE, FLORIDA