

FEBRUARY 17 1997

SECRETARY OF STATE  
CORPORATION DIVISION  
STATE OF FLORIDA  
TALLAHASSEE, FLORIDA 32304

RE: SAFEWAY FINANCE, INC.

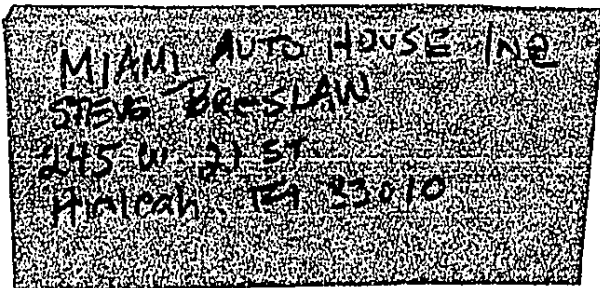
TO THE SECRETARY OF STATE:

ENCLOSED HERewith ARE THE ARTICLES OF INCORPORATION TOGETHER  
WITH COPY OF SAID ARTICLES FOR SAFEWAY FINANCE, INC.,  
INC. AND OUR CHECK IN THE AMOUNT OF \$122.50 TO COVER ALL OF  
NECESSARY FILING FEES REQUIRED.

RESPECTFULLY SUBMITTED,

SAFEWAY FINANCE, INC.

500002094745--8  
-02/21/97--01107--011  
\*\*\*\*122.50 \*\*\*\*122.50



FILED  
97 FEB 21 AM 8:58  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

CERTIFICATE OF INCORPORATION  
OF  
SAFEWAY FINANCE, INC.

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FILED  
97 FEB 21 AM 8:58  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

WE, THE UNDERSIGNED, HEREBY ASSOCIATE OURSELVES TOGETHER  
FOR THE PURPOSE OF BECOMING A CORPORATION UNDER THE LAWS OF  
STATE OF FLORIDA, BY AND UNDER THE PROVISIONS OF THE STATUTES  
OF THE SAID STATE OF FLORIDA.

ARTICLE I

THE NAME OF THIS CORPORATION SHALL BE:  
SAFEWAY FINANCE, INC.

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ARTICLE II

THE CORPORATION MAY ENGAGE IN ANY ACTIVITY OR BUSINESS  
PERMITTED UNDER THE LAWS OF THE UNITED STATES AND OF THE  
STATE OF FLORIDA.

ARTICLE III

THE MAXIMUM NUMBER OF SHARES OF CAPITAL STOCK THAT THIS  
CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY TIME IS  
FIVE HUNDRED (500) SHARES OF COMMON STOCK, HAVING A PAR  
VALUE OF ONE (\$1.00) DOLLAR PER SHARE.

ARTICLE IV

THE AMOUNT OF CAPITAL WITH WHICH THIS CORPORATION WILL  
BEGIN BUSINESS SHALL BE THE SUM OF NOT LESS THAN FIVE HUNDRED  
(\$500.00) DOLLARS.

ARTICLE V

THIS CORPORATION SHALL EXIST PERPETUALLY UNLESS SOONER  
DISSOLVED ACCORDING TO LAW.

ARTICLE VI

THE INITIAL STREET OF THE PRINCIPAL OFFICE SHALL BE:

245 W. 21ST STREET  
HIALEAH, FLORIDA 33010

ARTICLE VII

THE NUMBER OF DIRECTORS OF THIS CORPORATION SHALL BE  
AT LEAST ONE (1) AND NO MORE THAN FIFTEEN (15).

ARTICLE VIII

THE NAMES AND ADDRESSES OF THE MEMBERS OF THE FIRST  
BOARD OF DIRECTORS ARE AS FOLLOWS:

STEVEN BRESLAW  
1245 YELLOW HEART WAY  
HOLLYWOOD, FLORIDA 33019

ARTICLE IX

THE NAMES AND STREET ADDRESSES OF THE PERSONS SIGNING  
THESE ARTICLES OF INCORPORATION AS SUBSCRIBED IS AS FOLLOWS:

STEVEN BRESLAW  
1245 YELLOW HEART WAY  
HOLLYWOOD, FLORIDA 33019

ARTICLE X

THE CORPORATE EXISTENCE OF THIS CORPORATION SHALL BEGIN  
ON THE DATE THE ARTICLES OF INCORPORATION ARE FILED OF  
RECORD.

IN WITNESS WHEREOF, THE UNDERSIGNED, STEVEN BRESLAW,  
BEING A NATURAL PERSON, COMPETENT TO CONTRACT, HAVE  
HEREUNTO SET HIS HAND AND SEALS THIS 20<sup>TH</sup> DAY OF FEBRUARY  
1997.

X Steven Breslaw

STATE OF FLORIDA}

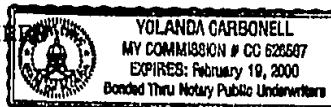
}SS

COUNTY OF

BEFORE ME, THE UNDERSIGNED NOTARY PUBLIC OF THE STATE OF  
FLORIDA PERSONALLY APPEARED  
TO ME WELL KNOWN AND KNOWN TO ME TO BE THE INDIVIDUAL  
DESCRIBED IN AND WHO EXECUTED THE FOREGOING ARTICLES OF  
INCORPORATION, AND HE ACKNOWLEDGED BEFORE ME THAT HE  
EXECUTED THE SAME FREELY AND VOLUNTARILY FOR THE PURPOSE  
THEREIN EXPRESSED.

WITNESS MY HAND AND OFFICIAL SEAL THIS 20<sup>th</sup> DAY OF  
February 1997.

Yolanda Carbonell  
NOTARY PUBLIC, STATE OF FLORIDA  
MY COMMISSION EXPIRES



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

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IN PURSUANCE OF CHAPTER 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED, IN COMPLIANCE WITH SAID ACT:  
FIRST: THAT SAFEWAY FINANCE, INC., DESIRING TO  
ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS  
PRINCIPAL OFFICES AS INDICATED IN THE ARTICLES OF  
INCORPORATION, IN THE COUNTY OF DADE, STATE OF FLORIDA,  
HAS NAMED STEVEN BRESLAW, LOCATED AT 245 W. 21ST STREET,  
HIALEAH, FLORIDA, 33010, AS ITS AGENT TO ACCEPT  
SERVICES OF PROCESS WITHIN THIS STATE.

ACKNOWLEDGMENT

HAVING BEEN NAMED TO ACCEPT SERVICES OF PROCESS FOR THE  
ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS  
CERTIFICATE, I HEREBY ACCEPT TO ACT IN THIS CAPACITY, AND  
AGREE TO COMPLY WITH THE PROVISIONS OF SAID ACT RELATIVE TO  
KEEPING OPEN SAID OFFICE.

BY: \_\_\_\_\_

RESIDENT AGENT

FILED  
97 FEB 21 AM 8:58  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA