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March 24, 1997

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

EFFECTIVE DATE
3-25-97

Re: The Fleming Company of Jacksonville, Inc.

Gentlemen:

Enclosed are the original and one copy of the Articles of Incorporation for the above-referenced corporation along with my check in the amount of \$122.50 to cover the following costs:

<u>Item</u>	<u>Amount</u>
Filing Fee	35.00
Certificate of Registered Agent	35.00
Certified Copy of Charter	<u>52.50</u>
Total	\$122.50

Upon acceptance of the charter and the filing thereof by your office, please provide me with a certified copy of same.

Sincerely,

Thomas K. Fleming

Thomas K. Fleming
1858 Selva Grande
Atlantic Beach, Fla.
32233

/TKF
enclosures

FILED
DIVISION OF CORPORATIONS
97 APR -1 AM 9:22

1864-397

EFFECTIVE DATE
3-05-97

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR - 1 AM 9:22

ARTICLES OF INCORPORATION
OF
THE FLEMING COMPANY OF JACKSONVILLE, INC.

The undersigned incorporator makes and files with the Department of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit under the laws of the State of Florida.

ARTICLE I
Name

The name of this corporation is: The Fleming Company of Jacksonville, Inc.

ARTICLE II
Principal Office/Mailing Address

The principal office and mailing address of the corporation shall be 1858 Selva Grande, Atlantic Beach, Florida 32233 until such time as the corporation notifies the Department of State of the State of Florida of any change.

ARTICLE III
Term of Existence

This corporation shall commence effective upon execution of these Articles and shall have perpetual existence.

ARTICLE IV
Nature of Business

This corporation may engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE V
Capital Structure

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock, having a par value of \$.01 per share.

ARTICLE VI
Initial Registered Agent and Registered Office

The initial registered agent of this corporation shall be Thomas K. Fleming. The street address of the initial registered office of this corporation, which is identical with the business office of the registered agent, is 1858 Selva Grande, Atlantic Beach, Florida 32233.

ARTICLE VII
Board of Directors

There shall be a Board of Directors for this corporation which shall consist of not less than one (1). Except for the number constituting the initial Board of Directors, the number of directors shall be decided by resolution of the shareholders.

ARTICLE VIII
Initial Board of Directors

The name and street address of the member of the initial Board of Directors of this corporation, who, subject to these Articles of Incorporation and the laws of the State of Florida, shall hold office until the first annual meeting of the shareholders or until his successor is elected and qualified, or until his resignation, removal from office or death:

<u>Name</u>	<u>Address</u>
Thomas K. Fleming	1858 Selva Grande Atlantic Beach, FL 32233

ARTICLE IX
Incorporator

The name and street address of the incorporator is:

<u>Name</u>	<u>Address</u>
Thomas K. Fleming	1858 Selva Grande Atlantic Beach, Florida 32233

ARTICLE X
Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors or the shareholders.

ARTICLE XI
Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law, as provided by the Bylaws.

ARTICLE XII
Amendment of Articles of Incorporation

These Articles of Incorporation may be amended at any time by a resolution adopted by a majority vote of the Board of Directors at any annual or special meeting, provided at least ten (10) days' written notice is given to each director of the time and

place of the meeting and the purpose thereof. Any amendment to these Articles of Incorporation so made must be approved by a majority vote of the shareholders of the corporation.

this 25th day of March, 1997. The incorporator executed these Articles of Incorporation

Thomas K. Fleming
Thomas K. Fleming, Incorporator

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

In compliance with Chapter 607.0501, Florida Statutes,
the following is submitted:

That The Fleming Company of Jacksonville, Inc., desiring
to organize or qualify under the laws of the State of Florida, with
its principal place of business at 1858 Selva Grande, City of
Atlantic Beach, State of Florida, has named Thomas K. Fleming
located at 1858 Selva Grande, City of Atlantic Beach, State of
Florida as its agent to accept service of process within Florida.

The street address of the registered office and the
street address of the business of the registered agent are
identical.

Thomas K. Fleming
Thomas K. Fleming, Incorporator
Dated: 3/25/97

97 APR - 1 AM 9:22

Having been named to accept service of process for the above-
stated corporation, at the place designated in this certificate, I
hereby agree to act in this capacity, and I further agree to comply
with the provisions of all statutes relative to the proper and
complete performance of my duties.

Thomas K. Fleming
Thomas K. Fleming, Registered
Agent
Dated: 3/25/97