

Law Office of  
PAUL M. TABIO, P. A.

P97000036558

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April 18, 1997

Corporate Records Bureau  
Division of Corporations  
Department of State  
P. O. Box 6327  
Tallahassee, FL 32301

600002151216--9  
-04/22/97--01099--006  
\*\*\*\*\*122.50 \*\*\*\*\*122.50

Re: Bill's Markets, Inc.

Gentlemen:

Enclosed please find the Articles of Incorporation for the subject corporation and my check in the amount of \$122.50 to cover the Charter Tax, Filing Fee, Certified Copy Fee and Registered Agent Fee.

I would appreciate your filing these Articles, certifying them as the Articles of Incorporation and returning them to my office.

Very truly yours,

Dictated by  
Paul M. Tabio  
but mailed without his  
review to avoid delay

PAUL M. TABIO, ESQ.

PMT/ph  
Enclosure

FILED  
97 APR 22 AM 9:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

nc 4/24/97

FILED

97 APR 22 AM 9:17

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF

BILL'S MARKETS, INC.

I, the undersigned, hereby organize for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the said State of Florida, providing for the formation, rights, privileges, immunities and liabilities of Corporations for profit.

ARTICLE I - NAME

The name of the Corporation shall be:

BILL'S MARKETS, INC.  
1108 Fredrick Lane  
Brandon, Florida 33511.

ARTICLE II - DURATION

This Corporation shall exist perpetually, commencing on date of execution and acknowledgment of these Articles.

ARTICLE III - PURPOSE

The Corporation shall primarily engage in the business of retail grocery and related activities, and may engage in any activity or business under the laws of the United States and the State of Florida's General Corporation Act.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 7,000 shares of \$100.00 par value common stock, which should be designated "Common Shares."

ARTICLE V - CAPITAL

The amount of capital with which the Corporation will begin business shall be \$100.00.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is: 1108 Fredrick Lane, Brandon, Florida 33511.

The name of the initial registered agent of this Corporation at that address is: WILLIAM H. McLEAN, JR.

ARTICLE VII - DIRECTORS

This Corporation shall have three directors initially. The number of directors may be increased or diminished from time to time by a majority vote of the stockholders, but it shall never be less than one.

ARTICLE VIII

The names and street addresses of the members of the first Board of Directors are as follows:

WILLIAM H. McLEAN, JR.	1108 Fredrick Lane, Brandon, Florida 33511
WILLIAM H. McLEAN, SR.	1108 Fredrick Lane, Brandon, Florida 33511
HELEN M. McLEAN	1108 Fredrick Lane, Brandon, Florida 33511.

ARTICLE IX - INCORPORATORS

The names and addresses of the initial subscribers signing these Articles are as follows:

WILLIAM H. McLEAN, JR.	1108 Fredrick Lane, Brandon, Florida 33511.
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ARTICLE X - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be

vested in the Board of Directors and the Shareholders.

ARTICLE XI - RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this Corporation shall be issued initially by the Board of Directors at the initial corporate meeting. Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this Corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this Corporation.

ARTICLE XII - ADOPTION OF BYLAWS

A special meeting of the subscribers or their assigns shall be held, upon the call of the President, for the purpose of completing the organization of the Corporation and the adoption of the bylaws and the transaction of such other business as may come before the meeting.

ARTICLE XIII

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 shareholder is subject to this reservation.

ARTICLE XIV - TERMS OF ISSUING STOCK

Stock to be issued pursuant to these Articles of Incorporation shall be issued under the terms, provisions and conditions of Section 1244 of the Internal Revenue Code.

ARTICLE XIV - TERMS OF ISSUING STOCK

Stock to be issued pursuant to these Articles of Incorporation shall be issued under the terms, provisions and conditions of Section 1244 of the Internal Revenue Code.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my seal to these Articles of Incorporation, on this 18<sup>th</sup> day of April, 1997.

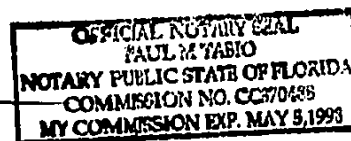
William H McLean Jr  
WILLIAM H. McLEAN, JR.

STATE OF FLORIDA,

COUNTY OF HILLSBOROUGH:

The foregoing instrument was acknowledged before me this 18<sup>th</sup> day of April, 1997 by WILLIAM H. McLEAN, JR. who is personally known to me or who has produced Fla Doc. Lic. M245-928-64-246-0 as identification and who did ✓ did not      take an oath.

Paul M. Tasio  
NOTARY PUBLIC



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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted. BILL'S MARKETS, INC. desiring to organize under the laws of the State of Florida with it's principal office as indicated in the Articles of Incorporation at Brandon, County of Hillsborough, State of Florida, has named WILLIAM H. McLEAN, JR. at that address, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

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 agree to comply with the provision of said Act relative to keeping open said office.

William H McLean Jr  
WILLIAM H. McLEAN, JR.

FILED  
97 APR 22 AM 9:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA