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JOHN R. SCHMIDT  
8025 Baymeadows Circle East, #2104  
Jacksonville, Florida 32256  
(904) 730-8540

April 23, 1997

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

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-04/24/97--01109--020  
\*\*\*\*122.50 \*\*\*\*122.50

RE: Smitty's Farmers Market, Inc.

Dear Sir/Madam:

Enclosed please find an original and one (1) copy of the Articles of Incorporation for the above corporation and check in the amount of \$122.50.

Please file the corporate documents reflecting the incorporation date of April 23, 1997. If you have any questions, please do not hesitate to contact me.

Thank you for your courtesy and cooperation.

Sincerely yours,

  
John R. Schmidt

Enclosure - as stated

APR 28

BSB

FILED  
97 APR 23 AM 8:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**SMITTY'S FARMERS MARKET, INC.**

**FILED**  
97 APR 23 AM 8:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

Article 1. **Name:** The name of the Corporation shall be **Smitty's Farmers Market, Inc.**

Article 2. **Address:** The address of the principal office of the Corporation is and the mailing address of the Corporation is 1076 Blanding Boulevard, Orange Park, Florida 32065.

Article 3. **Authorized Shares:** The Corporation is authorized to issue one class of shares, which shall be called common shares. Common shares shall have unlimited voting rights and shall be entitled to receive the net assets of the Corporation upon dissolution. The Corporation is authorized to issue 100 common shares.

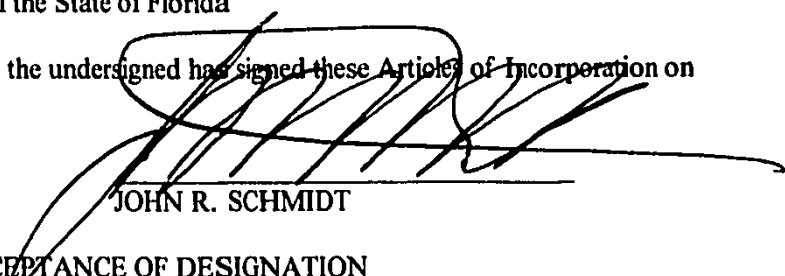
Article 4. **Initial Registered Office and Agent:** The street address of the Registered Office of the Corporation is 1076 Blanding Boulevard, Orange Park, Florida 32065 and the name of its initial Registered Agent at that address is John R. Schmidt.

Article 5. **Incorporators:** The name and address of the Incorporator is as follows: John R. Schmidt, 8025 Baymeadows Circle East, #2104, Jacksonville, Florida 32256.

Article 6. **Commencement of Corporate Existence:** In accordance with Section 607.0203, Florida Statutes, the date when corporate existence shall commence is April 23, 1997.

Article 7. **Purpose:** The purpose for which the Corporation was organized is to engage in any lawful business which corporations may be incorporated under the Florida Business Act and other incorporation laws of the State of Florida

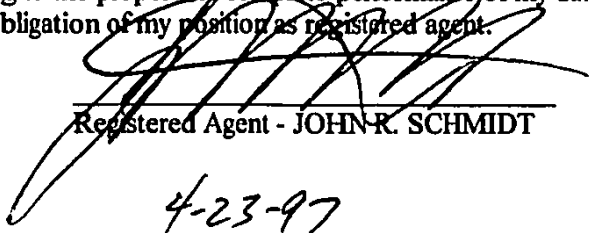
IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 23 day of April, 1997.

  
JOHN R. SCHMIDT

ACCEPTANCE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, hereby accept

the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provision of all statutes relating to the proper and complete performance of my duties and I am familiar with and accept the obligation of my position as registered agent.

  
Registered Agent - JOHN R. SCHMIDT

4-23-97  
Date

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