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June 16, 1997

Secretary of State
Corporate Records Bureau
Division of Corporations
Post Office Box 6327
409 East Gaines Street
Tallahassee, Florida 32314

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-06/17/97--01044--024
***122.50 ***122.50

Re: DISCOUNT FOODS OF FLORIDA, INC.

Gentlemen:

Enclosed are an original and one copy of the Articles of Incorporation, and of the Designation of Registered Agent for the above corporation. Also enclosed is a check in the amount of \$122.50 which represents the following:

Articles of Incorporation Filing Fee	\$ 35.00
Registered Agent Filing Fee	35.00
Certified Copy of Articles	<u>52.50</u>
Total enclosed:	\$122.50

If you find these enclosures to be in order, please file the same and return one certified copy to this office.

Sincerely,

Suzanne Howard

Suzanne Howard
Legal Assistant to Timothy G. Hains

Enclosures
/sh

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN 17 PM 1:15

D. BROWN JUN 18 1997

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DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
OF
DISCOUNT FOODS OF FLORIDA, INC.

ARTICLE I - NAME

The name of this Corporation is: DISCOUNT FOODS OF FLORIDA,
INC.

ARTICLE II - PRINCIPAL OFFICE

The principal office of this Corporation shall be: 6849
Grenadier Boulevard, #1601, Naples, Florida 34108.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which this Corporation shall
have authority to issue is 1,000 shares. Common shares shall be
the only class of shares which this Corporation shall have
authority to issue.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this
Corporation is: 6849 Grenadier Boulevard, #1601, Naples, Florida
34108, and the name of the initial registered agent of this
Corporation at that address is: Phillip A. Dabill.


ARTICLE V - INCORPORATOR

The name and address of the incorporator is:

Name: Phillip A. Dabill

Address: 6849 Grenadier Boulevard, #1601, Naples, Florida
34108.

IN WITNESS WHEREOF, the undersigned Incorporator has executed
these Articles of Incorporation on the 9th day of June,
1997.


Phillip A. Dabill

CERTIFICATE DESIGNATING REGISTERED AGENT/REGISTERED OFFICE

IN COMPLIANCE WITH SECTION 48.09.1, AND SECTION 607.0501,
FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

THAT DISCOUNT FOODS OF FLORIDA, INC., desiring to organize or
qualify under the laws of the State of Florida, has named Phillip
A. Dabill, as its agent to accept service of process within Florida
with a registered office located at 6849 Grenadier Boulevard,
#1601, Naples, Florida 34108.



Phillip A. Dabill

Dated: June 2, 1997

Having been named to accept service of process for the above-
stated corporation, at the place designated in this Certificate,
Phillip A. Dabill hereby agrees to comply with the provisions of
all statutes relative to the proper and complete performance of its
duties.



Phillip A. Dabill

Dated: June 9, 1997

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