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1400 Allison Avenue
Altamonte Springs, Florida 32701
June 20, 1997

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

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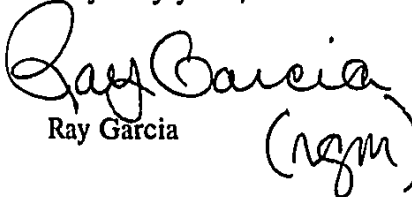
RE: Basic Food Stores, Inc.

Dear Sir or Madam:

Enclosed with this letter is the original Articles of Incorporation for the above referenced entity along with one copy. I have also enclosed a filing fee in the amount of One Hundred Twenty Two and 50/100 Dollars (\$122.50) for the filing fee. After filing, please return the copy to my attention at the address shown above in the enclosed stamped, self addressed, stamped envelope.

If you have any questions or comments, please call me at (407) 331-6789. Thank you for your assistance in this matter.

Very truly yours,


Ray Garcia (rgm)

RG/

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

BASIC FOOD STORES, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator delivers these Articles of Incorporation in order to form a corporation under the Florida Business Corporation Act.

ARTICLE I

Name

The name of the Corporation shall be Basic Food Stores, Inc.

ARTICLE II

Principal Office

The principal office of the Corporation is located at 1400 Allison Avenue, Altamonte Springs, Florida 32701, and its mailing address is P.O. Box 521571, Longwood, Florida 32752-1571.

ARTICLE III

Corporate Purposes, Power and Rights

The purpose of the Corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

Duration of the Corporation

Existence of the Corporation shall commence on the date all fees are paid and these Articles of Incorporation are filed by the Secretary of State and the Corporation shall exist perpetually unless dissolved according to law.

ARTICLE V

Authorized Stock

The total number of shares of capital stock which the Corporation has the authority to issue is 10,000 shares of Common Stock, with a \$1.00 par value per share.

ARTICLE VI

Registered Office and Registered Agent

The street address of the initial registered office of the Corporation in the State of Florida shall be 1400 Allison Avenue, Altamonte Springs, Florida 32701. The name of the initial registered agent of the Corporation at the registered office shall be Ray Garcia.

ARTICLE VII

Initial Board of Directors

The initial Board of Directors shall consist of two (2) directors. The names and addresses of the persons who shall serve as directors of the Corporation until the first meeting of shareholders are:

<u>Name</u>	<u>Address</u>
Manuel F. Mulet	101 Windmill Way Longwood, Florida 32750
Ray Garcia	1400 Allison Avenue Altamonte Springs, Florida 32701

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VIII

Incorporator

The name and address of the incorporator of the Corporation is:

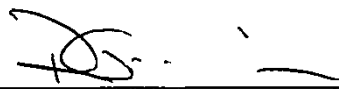
Name

Address

Ray Garcia

1400 Allison Avenue
Altamonte Springs, Florida 32701

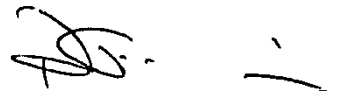
Executed this 18th day of June, 1997.



Ray Garcia, Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.



Ray Garcia,
Registered Agent

Date: June 18, 1997