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August 12, 1997

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* BOARD CERTIFIED IN REAL ESTATE
** BOARD CERTIFIED IN TAXATION

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

EFFECTIVE DATE
8-11-97

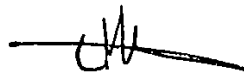
Re: Gardner's Super Markets, Inc. No. 11

Dear Sir/Madam:

Enclosed are an original and one copy of Articles of Incorporation of the proposed corporation in the above caption. Please prepare a certified copy of said Articles of Incorporation, endorse your approval thereon, and return the copy to us. Enclosed is our check in the amount of \$122.50 to cover the filing, certified copy and registered agent fees.

We would appreciate your office processing this charter immediately.

Sincerely,



L.M. Ploucha

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****122.50 ****122.50

LMP/nlc
Enclosures

cc: Mr. Maurice D. Adams (w/encl.)
Jerry L. Carney, C.P.A. (w/encl.)

FILED
DIVISION OF STATE
CORPORATIONS
97 AUG 14 AM 9:01

8-15-97

**ARTICLES OF INCORPORATION
OF
GARDNER'S SUPER MARKETS, INC. NO. 11**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 AUG 14 AM 9:01

EFFECTIVE DATE
8-11-97

ARTICLE I.

CORPORATE NAME

The name of this Corporation shall be:

GARDNER'S SUPER MARKETS, INC. NO. 11

ARTICLE II.

MAILING ADDRESS AND PRINCIPAL OFFICE

The Corporation's mailing address is:

7301 S.W. 57th Avenue
Miami, Florida 33143

The address of the Corporation's principal office is:

7301 S.W. 57th Avenue
Miami, Florida 33143

ARTICLE III.

NATURE OF CORPORATE BUSINESS

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

ARTICLE IV.

CAPITAL STOCK

This Corporation is authorized to issue a maximum of seven thousand five hundred (7,500) Shares of stock. The shares of stock authorized shall be common stock having a par value of One

Dollar (\$1.00) per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE V.

INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Corporation's initial Registered Agent and Registered Office in the State of Florida shall be:

L.M. Ploucha, Esq.
c/o ATKINSON, DINER, STONE & MANKUTA, P.A.
1946 Tyler Street
Hollywood, Florida 33020

ARTICLE VI.

BOARD OF DIRECTORS

The number of Directors may be altered from time to time by Bylaws adopted by the Stockholders. However, the Corporation shall have no less than one (1) Director at any time.

ARTICLE VII.

INITIAL DIRECTORS

The name and post office address of each member of the first Board of Directors is:

Name	Address
JOSEPH T. GARDNER	7301 S.W. 57th Avenue Miami, Florida 33143
MAURICE D. ADAMS	7301 S.W. 57th Avenue Miami, Florida 33143
ELIZABETH G. ADAMS	7301 S.W. 57th Avenue Miami, Florida 33143

The members of the first Board of Directors shall hold office until the first annual meeting of the Stockholders of the Corporation.

ARTICLE VIII.

INCORPORATOR

The name and post office address of the Incorporator executing these Articles of Incorporation is as follows:

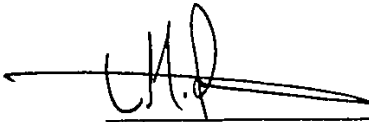
Incorporator	Address
L.M. Ploucha, Esq.	c/o ATKINSON, DINER, STONE & MANKUTA, P.A. 1946 Tyler Street Hollywood, Florida 33020

ARTICLE IX.

COMMENCEMENT DATE

Corporate existence will commence on August 11, 1997.

THE UNDERSIGNED Incorporator, for the purpose of forming a Corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts stated are true.

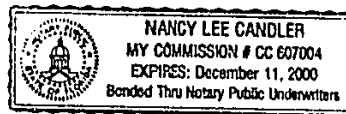

_____(SEAL)
L.M. PLOUCHA

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 12th day of

August, 1997, by L.M. PLOUCHA, who is (personally known to me) (~~has produced~~
_____ as identification).

Nancy Lee Candler
Notary Public, State of Florida
at Large



The undersigned hereby accepts the foregoing designation as initial Registered Agent and agrees to comply with the provisions of law applicable to said designation.

[Signature]

L.M. PLOUCHA

FILED
CLERK OF STATE
97 AUG 14 AM 9:01