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8/21/97

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: LOWNDES, DROSDICK, DOSTER, KANTOR & REED, P. ACCT#: 072720000036
CONTACT: KYLE L WHITE
PHONE: (407)843-4600

FAX #: (407)843-4444

NAME: BEXLEY'S, A FRESH MARKET, INC.

AUDIT NUMBER.....H97000013800

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..1 PAGES..... 2

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Bexley's, A Fresh Market, Inc.

MATTER: 45096
ATTY: 181

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TALLAHASSEE, FLORIDA

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Bm 8/21/97

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ARTICLES OF INCORPORATION
OF
BEXLEY'S A FRESH MARKET INC.

97 AUG 21 PM 1:36
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is BEXLEY'S, A FRESH MARKET, INC.

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the principal office and the mailing address of the corporation shall be
c/o Lowndes, Drosdick, Doster, Kantor & Reed, 215 North Eola Drive, Orlando, Florida 32801.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue ONE MILLION (1,000,000) shares of ONE CENT
(\$0.01) par value common stock.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 215 North Eola Drive,
Orlando, Florida 32801, and the name of the initial registered agent of this corporation at that
address is Bradford D. West, Esquire.

ARTICLE V - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either
increased or decreased from time to time as provided in the Bylaws of the corporation, but shall
never be less than one (1). The names and addresses of the initial directors are as follows:

Marlyn V. Bexley

c/o Lowndes, Drosdick, Doster, Kantor & Reed, P.A.
215 North Eola Drive
Orlando, Florida 32801

This document was prepared by:

Bradford D. West, Esquire

Florida Bar Number: 769525
Lowndes, Drosdick, Doster, Kantor & Reed, P.A.
P. O. Box 2809
Orlando, Florida 32802-2809
(407) 843-4600

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Robert Syniec

c/o Lowndes, Drosdick, Doster, Kantor & Reed, P.A.
215 North Eola Drive
Orlando, Florida 32801

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ARTICLE VI - INCORPORATOR

The name and address of the person signing these Articles are as follows:

Bradford D. West

215 North Eola Drive
Orlando, Florida 32801

ARTICLE VII - INDEMNIFICATION

This corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.


IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 21st day of August, 1997.



Bradford D. West, Incorporator

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the designation as Registered Agent of BEXLEY'S, A FRESH MARKET, INC.



Bradford D. West

WAIVER OF SUBSCRIPTION RIGHTS

The undersigned hereby waives any rights of subscription which may have accrued by virtue of the undersigned acting as Incorporator of BEXLEY'S, A FRESH MARKET, INC.



Bradford D. West

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