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FILED

7223 So. Route 83, Suite 221
Willowbrook, Illinois 60521

97 SEP -9 AM 11:10

email parcorp@parcorpsvcs.com
Phone 708/233-9413
Fax 708/233-9415

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

September 8, 1997

Florida Department of State
Division of Corporations
Attn: New Filings
409 East Gaines Street
Tallahassee, FL 32399

400002288434 -- G
-09/09/97--01058--012
*****70.00 *****70.00

Re: Filing of Articles of Incorporation for **PRICE CHOPPER, INC.**

Dear Sir/Madam:

Enclosed for filing is the Articles of Incorporation for the above-referenced corporation, together with a check in the amount of \$70.00 to cover the filing fees. We have enclosed an extra copy for a stamped acknowledgement of receipt.

Please file these in your office as soon as possible and return the filed copies to me in the enclosed self-addressed stamped envelope.

If you have any questions, please call.

Sincerely,

David L. Surina

DLS/ds
Enclosures

SEP 11 1997

STATE OF FLORIDA
ARTICLES OF INCORPORATION OF
PRICE CHOPPER, INC.

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TALLAHASSEE, FLORIDA

FIRST: The corporate name that satisfies the requirements of Section 607.0401 is:
PRICE CHOPPER, INC.

SECOND: The street address of the initial principal office of the corporation shall be 757 Mahogany Drive, Casselberry, Florida 32707, and the mailing address of the corporation shall be the same.

THIRD: The corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

FOURTH: The number of shares the corporation is authorized to issue is 10,000 shares of common stock having No Par Value per share.

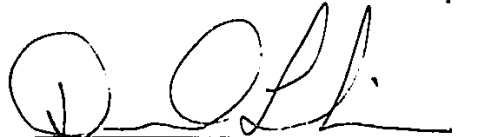
FIFTH: The street address of the initial registered office of the corporation is 757 Mahogany Drive, Casselberry, Florida 32707, and the name of its initial registered agent at such address is Nyla Sooknarine.

SIXTH: This corporation is to exist perpetually.

SEVENTH: The name and street address of the incorporator to these Articles of Incorporation:

David L. Surina: 7223 So. Route 83, Ste. 221, Willowbrook, IL 60521

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 5th day of September, 1997.


David L. Surina, Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

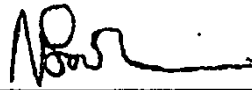
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Acceptance by the Registered Agent as required in section 607.0501 (3) Fla. Stat.
Sooknarine is familiar with and accepts the obligations provided for in Section 607.0505.

Dated: Sept. 8, 1997

BY



Nyla Sooknarine