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LAW OFFICE OF  
KENNETH R. DUBOFF, P.A.

10920 BISCAYNE BOULEVARD  
MIAMI, FLORIDA 33161

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Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

September 17, 1997

Re: STRATEGIC WHOLESALE GROCERS, INC.

400002296994--9

--09/18/97--01072--020

\*\*\*\*122.50 \*\*\*\*122.50

Dear Sir/Madam:

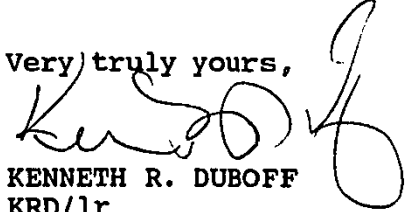
Enclosed please find an original and one copy of the Articles of Incorporation and Designation of Resident Agent for the above-captioned new corporation.

We would appreciate your filing the Articles with your Department and forwarding a certified copy of the Articles of Incorporation together with the Corporate Charter to the undersigned.

Also, enclosed please find our law office check in the amount of \$122.50, payable to the Department of State, representing payment for Capital Stock Tax, Filing Fee, Certified Copy of the Articles of Incorporation and Registered Agent Filing Fee.

Thank you for your anticipated prompt attention to this matter.

Very truly yours,

  
KENNETH R. DUBOFF  
KRD/lr

enclosures

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FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

9/19/97

**ARTICLES OF INCORPORATION  
OF**

**STRATEGIC WHOLESALE GROCERS, INC.**

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 SEP 18 PM 12:18

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, does hereby adopt the following articles of incorporation:

**ARTICLE I  
NAME OF CORPORATION**

The name of the corporation shall be:

**STRATEGIC WHOLESALE GROCERS, INC.**

The address of the initial principal office of this corporation shall be:

**10920 Biscayne Boulevard  
Miami, Florida 33161**

and the mailing address of the corporation shall be the same.

**ARTICLE II  
DURATION OF EXISTENCE**

The corporation is to exist perpetually.

**ARTICLE III  
GENERAL PURPOSE**

This 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.

**ARTICLE IV  
CAPITAL STOCK**

The maximum number of shares that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 par value per share.

**ARTICLE V  
INITIAL REGISTERED OFFICE & RESIDENT AGENT**

The street address of the initial registered office of the corporation, and the name of the initial registered agent at that address is as follows:

**Kenneth R. Duboff, P.A.  
10920 Biscayne Boulevard  
Miami, Florida 33161**

**ARTICLE VI**  
**INCORPORATOR OF CORPORATION**

FILED  
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DIVISION OF CORPORATIONS  
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The name and street address of the incorporator to these Articles of Incorporation is:

**Kenneth R. Duboff, P.A.**  
**10920 Biscayne Boulevard**  
**Miami, Florida 33161**

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, I, the undersigned, constituting the incorporator of this corporation has executed these Articles of Incorporation this 17th day of September, 1997.

**Kenneth R. Duboff, P.A.**

By: 

its agent, Kenneth R. Duboff

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION**

The undersigned, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under Chapter 607, Florida Statutes.

IN WITNESS WHEREOF, the undersigned has executed this Acceptance of Registered Agent for the above corporation on this 17th day of September, 1997.

**Kenneth R. Duboff, P.A.**

By: 

its agent, Kenneth R. Duboff