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ROBERT C. ALLEN, P.A.

ATTORNEY AND COUNSELOR AT LAW

209 SOUTH BAYLEN STREET
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November 13, 1997

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

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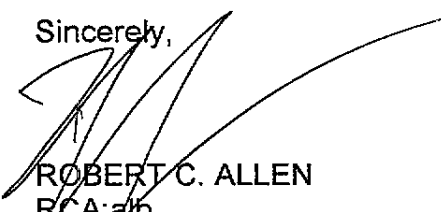
SUBJECT : HOLLYWOOD GROCERY, INC.

Dear Sir/Madam:

Please find enclosed the Articles of Incorporation along with a check in the amount of \$122.50 (One hundred twenty-two dollars and fifty cents). I have enclosed an additional copy of the Articles requesting that you please certify and return it to me after filing the original.

If you have any questions, please contact me at (850) 438-6800.

Sincerely,


ROBERT C. ALLEN
RCA:alb

encl. (Articles & Check)

Rmc
11/18/97

FILED
97 NOV 17 PM 2:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ARTICLES OF INCORPORATION FOR HOLLYWOOD GROCERY, INC.

97 NOV 17 PM 2:25

A CORPORATION FOR PROFIT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

I. NAME

The name of the corporation is HOLLYWOOD GROCERIES, INC. The Corporation's principal office and mailing address is 209 South Baylen Street, Pensacola, Florida 32501.

II. TERM

The period of duration of the corporation is perpetual.

III. PURPOSE

The purpose or purposes for which the corporation is organized are to operate Grocery Store and to do all other things incidental to such or connected by other law, or by these Articles of Incorporation, and to carry out the said purposes in any state, territory, district, or possession of the United States, or in any foreign county, to the extent that these purposes are not forbidden by the law of the state, territory, district, or possession of the United States, or by the foreign county; and further, to engage in any other activity or business permitted under the laws of the United States and of this state.

IV. CAPITAL STOCK

(a) Authorized Shares. 100 shares of capital stock at \$1.00 per share (\$1.00 par value).

(b) Initial Issues. 100 shares at \$1.00 par value.

© Stated Capital. The sum of the par value of all shares of Capital Stock of the corporation that have been issued shall be stated capital of the corporation at any particular time

(d) Restriction on Transfer of Shares. None of the shareholders of the corporation shall make any transfer of stock unless he or she shall have first offered those shares to the corporation and to the other shareholders of the corporation in the manner and to the extent hereafter set forth.

1. Every offer shall be in writing.

2. The corporation shall have a prior option to purchase the stock by notice of acceptance to offeror within thirty (30) days after notice of transfer. Upon failure of the corporation to exercise its options to so purchase the shares of the stock, the non-offering shareholders of the corporation shall have the option exercisable within forty-five (45) days of notice of the offer of transfer of stock to purchase the stock in the proportion in which the stock then owned by each of them bears to all issued and outstanding stock of the corporation, excluding the stock of the offeror and that of his spouse or his children. The option granted under this paragraph may be exercised by the corporation or purchasing shareholder by giving written notice to the offeror of their intention to exercise the option, within the period of time specified.

3. This agreement shall be binding upon the heirs, guardians, personal representatives and assigns of each of the shareholders.

(e) Dividends. The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation.

(f) Capital Structure - Corporation. The Corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than ten persons. Stock will be issued and transferred only to (1) natural persons, (2) Estates, or (3) a trust as described in Title 26 United States Code 1371 defining a qualified small business corporation. In addition no stock shall be issued or transferred to a non-resident alien.

V. REGISTERED OFFICE AND AGENT

The initial street address in Florida of the initial registered office of the corporation is 209 South Baylen Street, Pensacola, Florida 32501 and the name of the initial registered agent as such address is Robert Allen.

VI. DIRECTORS

(a) The Board of Directors shall consist of not more than seven (7) members and not less than three (3) members, who need not be resident of the State of Florida or shareholders of the corporation.

(b) The name and address of the person who will serve as Directors until the first annual meeting of shareholders, or until their successors shall have been elected and qualified, is as follows:

Robert Allen, 5805 Gulf Road, Milton, Florida 32583

Carol Allen, 5805 Gulf Road, Milton, Florida 32583

Earnestine Allen, 107 Druid Drive, Pensacola, Florida 32507

VII. INCORPORATOR

The name and address of the initial incorporator is ROBERT ALLEN, 209 SOUTH BAYLEN STREET, PENSACOLA, FLORIDA 32501.

VIII. SHAREHOLDERS ACTION

A majority of the stockholders of the corporation shall be required for any shareholder action.

IX. AMENDMENTS

The shareholders shall have the power to amend, adopt, alter, change, or repeal the Articles of Incorporation when proposed or approved at a shareholders meeting, with not less than a two-thirds vote of the common stock.

IN WITNESS WHEREOF, the undersigned has made and subscribed of these Articles of Incorporation at Pensacola, Escambia County, Florida, on this 12th day of November, 1997.


ROBERT C. ALLEN

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


ROBERT C. ALLEN

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 12th day of November, 1997 by ROBERT C. ALLEN, who is personally known to me and who did take an oath.

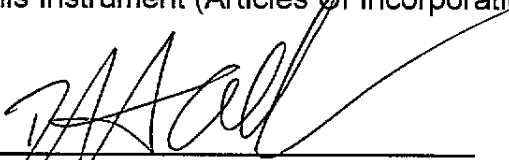

NOTARY PUBLIC-ANGELA BROUGHTON



Angela L. Broughton
My Commission CC615673
Expires February 7, 2001

FILED
NOV 17 PM 2:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This Instrument (Articles of Incorporation) Was Prepared By:



ROBERT C. ALLEN, ESQUIRE
ATTORNEY AT LAW
209 SOUTH BAYLEN STREET
PENSACOLA, FLORIDA 32501
(904) 438-6800
FLORIDA BAR NUMBER: 826774