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December 22, 1997

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Florida Dept. Of State
Division of Corporation
P.O. Box 6327
Tallahassee, Fl. 32314

EFFECTIVE DATE
1-1-98

Gentlemen:

Enclosed please find the Articles of Incorporation for Shady Hills Mini Mart & Deli, Inc., and our check in the amount of \$122.50.

If there are any questions, I can be reached at:

16901 Shady Hills Road
Spring Hill, Fl. 34610
Tel# 813-856-8274

Very truly yours,

Mary D. Seney
Mary D. Seney

FILED
97 DEC 24 PM 12:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

1-1-98

ARTICLES OF INCORPORATION
OF
SHADY HILLS MINI MART & DELI, INC.

FILED
97 DEC 24 PM 12:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act hereby adopt the following Articles of Incorporation.

ARTICLE ONE

Name

The name of the corporation is SHADY HILLS MINI MART & DELI, INC.

ARTICLE TWO

DURATION

The term of existence of the corporation is perpetual.

ARTICLE THREE

PURPOSE

The purpose for which the corporation is organized is SALES OF GROCERIES AND MEAT PRODUCTS and any and all lawful businesses for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLES FOUR

CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is one hundred (100), all of which shall be common shares with a \$1.00 Par Value.

ARTICLE FIVE

REGISTERED OFFICE

The street address of the initial principal office of the corporation is 6005 9th Avenue, New Port Richey, Florida 34653 and the name of the registered agent at said address is George T. Seney.

ARTICLE SIX

STOCKHOLDERS

The business of the corporation shall be managed by the stockholders of the corporation rather than by a board of directors.

ARTICLE SEVEN
INCORPORATORS

NAME

ADDRESS

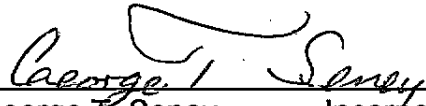
George T. and Mary D. Seney

6005 9th Avenue
New Port Richey, Fl. 34653

ARTICLE EIGHT
COMMENCEMENT OF EXISTENCE

The corporation shall be deemed to commence its existence on January 1, 1998.

In witness whereof, we have subscribed our names this 22nd day of December 1997.


George T. Seney Incorporator

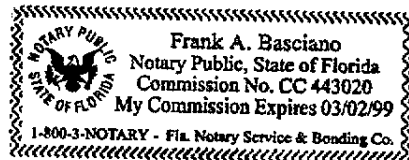

Mary D. Seney Incorporator

STATE OF FLORIDA
COUNTY OF HERNANDO

On this 22nd day of December, 1997, before me, the undersigned officer, personally appeared George T. and Mary D. Seney, known to be the persons whose names are subscribed to the within instrument, and acknowledged that they executed the same for the purposes therein contained.

In witness whereof, I have hereunto set my hand and official seal.


Notary Public

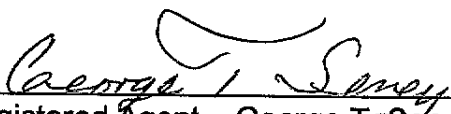


CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuant of Chapter 48.091, Florida Statues, the following is submitted, in compliance with said act:

First: That SHADY HILLS MINI MART & DELI, INC. , desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at 6005 9th Avenue, New Port Richey, Florida , 34653 has named George T. Seney as its agent to accept service of process within this state.

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


Registered Agent George T. Seney

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TALLAHASSEE, FLORIDA