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TO: DIVISION OF CORPORATIONS

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FROM: FILINGS, INC.

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CONTACT: TERESA ROMAN PHONE: (904)385-6735
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FAX #:

NAME: ACER FOOD STORES, INC. AUDIT NUMBER.....H98000000007 DOC
TYPE.....FLORIDA PROFIT CORPORATION OR P.A. CERT. OF STATUS..0
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

ACER FOOD STORES, INC.

The undersigned, acting as incorporator for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation shall be: Acer Food Stores, Inc.

ARTICLE II - PRINCIPAL PLACE AND MAILING ADDRESS

The principal place of business shall be 3540 Highway 17, Green Cove Springs, FL 32043 and the mailing address shall be 3540 Highway 17, Green Cove Springs, FL 32043.

ARTICLE III - SHARES

All stock issued by the Corporation shall be common voting stock of a single class. The maximum number of shares of stock which this corporation is authorized to have outstanding at any time is one thousand (1,000) shares having a par value of one cent (\$.01) per share.

ARTICLE IV - BOARD OF DIRECTORS

The business of the corporation shall be managed by its Board of Directors. The initial Board of Directors shall consist of one member whose name and address is as follows:

NAME	ADDRESS
Eduardo V. Ramalho	3540 Highway 17 Green Cove Springs, FL 32043

ARTICLE V - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and street address of the initial registered agent of the corporation shall be: Eduardo V. Ramalho, 3540 Highway 17, Green Cove Springs, FL 32043.

Prepared by: Carolyn Herman, Esq., 1831 N. Third Street, Jacksonville Beach, FL 32250
Florida Bar No. 976563, tel. No. 904/247/9420

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ARTICLE VI - INCORPORATOR

The name and street address of the incorporator for these Articles of Incorporation is:
Eduardo V. Ramalho, 3540 Highway 17, Green Cove Springs, FL 32043.

The undersigned incorporator has executed these Articles of Incorporation this 24th day of
December, 1997.

Signature:

Print:



EDUARDO RAMALHO
Incorporator

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/agent, in the State of Florida.

1. The name of the corporation is: Acer Food Stores, Inc.
2. The name and address of the registered agent and office are: Eduardo V. Ramalho, 3540 Highway 17, Green Cove Springs, FL 32043.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature: 
Print: EDUARDO RAMALHO

Date: December 24, 1997

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