

PR800200 SUPER MARKETS 264

December 30, 1997

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

To Whom it May Concern:

I am submitting the attached Articles of Incorporation for the proposed Kelley's Freeport Foods, Inc., the certificate noting the agent upon whom process may be served and a check for the amount of the filing fees.

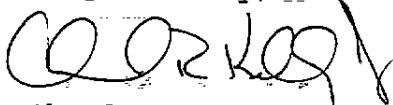
Please address the filing acknowledgment as follows:

Kelley's Freeport Foods, Inc.
1021 East John Sims Pkwy
Suite E
Niceville, FL 32578

700002387177--8
-12/31/97--01049--002
****122.50 ****122.50

If I may be of any further assistance please call me at
(850) 678-1535. Thank you.

Respectfully,



Charles R. Kelley, Jr.
Kelley's Freeport Foods, Inc.

Pat Kelley - GAVE
AUTHORIZATION BY PHONE TO
CORRECT *1400* in Incorporation -
DATE *12-98*
DOC EXAM *nm*

ARTICLES OF INCORPORATION

Incorporated Name: Kelley's Freeport Foods, Inc.

Duration: Perpetual

Commencement of Existence: Filing of the Articles of Incorporation

Corporate Address: 1021-E East John Sims Parkway
Niceville, Florida 32578

Registered Agent: Charles R. Kelley, Jr.

Purpose: Wholesale/retail grocery sales to include all lawful
business for which corporations may be incorporated under
Chapter 607 of the Florida Statutes.

Capitalization: 3,000 shares: par value fifty cents (\$.50)

Officers:

Charles R. Kelley, Jr.	President
Michael A. Kelley	Vice President/Secretary
Charles R. Kelley, Sr.	Treasurer

Officer and respective addresses:

Charles R. Kelley, Jr.
37 Bay Drive SE
Ft. Walton Beach, Florida 32548

Michael A. Kelley
338 Sudduth Circle
Ft. Walton Beach, Florida 32548

Charles R. Kelley, Sr.
179 Monahan Drive
Ft. Walton Beach, Florida 32548

Directors: Same as officers

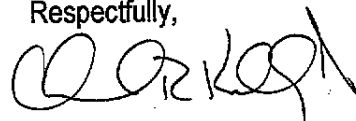
These Articles of Incorporation delivered to the Department of State this 31st day of December, 1997.

State of Florida
Okaloosa County

Sworn to and subscribed before me on this day
30 of December 1997. This person was/was not
personally known to me and produced _____
as identification.

NOTARY PUBLIC

Respectfully,



Charles R. Kelley, Jr.
INCORPORATOR



RALPH EDWARD THIEN
My Commission CC538947
Expires Mar 11, 2000

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

in compliance with Section 607.325, Florida Statutes, the following is submitted:

First that Kelley's Freeport Foods, Inc.
(name of corporation)

with it place of business at 1021 East John Sims Parkway, Suite E, Niceville, Florida
32578
(business address, city state)

has named Charles R. Kelley, Jr.

Located at 1021 East John Sims Parkway, Suite E

city of Niceville, state of Florida, as its agent to accept service of process within
Florida.

Signature Charles R. Kelley, Jr.

Title PRESIDENT

Date DEC 30, 1997

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, and I accept the duties and obligations of
Section 607.325 Florida Statutes.

Signature Charles R. Kelley, Jr.

Date 30 DEC 1997