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OF COUNSEL  
WILLIAM H. FLEECE\*\*  
\*\*COURT CERTIFIED MEDIATOR AND  
ARBITRATOR (FEDERAL AND STATE)

February 5, 1998

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 33214

Re: WATSON'S FOOD TOWN, INC.

800002425758--8  
-02/09/98--01159--021  
\*\*\*\*122.50 \*\*\*\*122.50

Dear Sirs:

Enclosed please find the original Articles of Incorporation and one (1) copy for Watson's Food Town, Inc.. Please file the enclosed and return a certified copy of the Articles to me at your earliest convenience. I have enclosed my check in the amount of \$122.50 to cover the filing fee and certified copy fee.

Should you have any questions please give me a call.

Very truly yours,

ZACUR & GRAHAM, P.A.

*Peter D. Graham*

PETER D. GRAHAM

PDG/twg  
Enc.

FILED  
98 FEB -9 PM 2:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*CB 2-10-98*

ARTICLES OF INCORPORATION  
OF  
WATSON'S FOOD TOWN, INC.

FILED  
98 FEB -9 PM 2:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this corporation is WATSON'S FOOD TOWN, INC.

ARTICLE II

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE III

This corporation is authorized to issue 1000 shares of (\$1.00) par value common stock.

ARTICLE IV

The street address of the initial principal and registered office of this corporation is, 5200 Central Avenue, St. Petersburg, Florida 33707, the mailing address is the same, and the name of the initial registered agent of this corporation at that address is PETER D. GRAHAM.

ARTICLE V

This corporation shall have three (3) directors initially. The number of directors may be decreased or increased from time to time by the bylaws, but shall not be less than one. The names and addresses of the initial directors of this corporation are:

ROBERT WYPCHA  
935 - 49th Street North  
St. Petersburg, Florida 33710

JUNG SOON KANG  
935 - 49th Street North  
St. Petersburg, Florida 33710

JUNG HO KANG  
935 - 49th Street North  
St. Petersburg, Florida 33710

ARTICLE VI

The names and addresses of the persons signing these Articles of  
Incorporation are:

ROBERT WYPCHA  
935 - 49th Street North  
St. Petersburg, Florida 33710

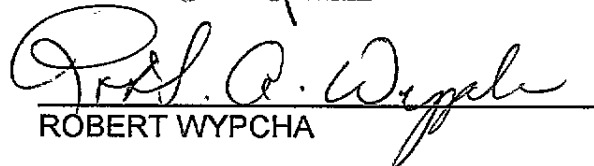
JUNG SOON KANG  
935 - 49th Street North  
St. Petersburg, Florida 33701

JUNG HO KANG  
935 - 49th Street North  
St. Petersburg, Florida 33710

ARTICLE VII

Every shareholder, upon the sale for cash of any new stock of this  
corporation of the same kind, class or series as that which he already holds, shall have the  
right to purchase his pro rata share thereof (as nearly as may be done without issuance  
of fractional shares) at the price at which it is offered to others.

IN WITNESS WHEREOF, the undersigned incorporators have executed  
these Articles of Incorporation this 5th day of February, 1998.

  
ROBERT WYPCHA

Jung Soon Kang  
JUNG SOON KANG

Jung Ho Kang  
JUNG HO KANG

STATE OF FLORIDA     )  
COUNTY OF PINELLAS    )

The foregoing instrument was acknowledged before me this 5th day of February, 1998, by ROBERT WYPCHA, he is personally known to me or produced Florida Dr. Lic., as identification.

My commission expires;

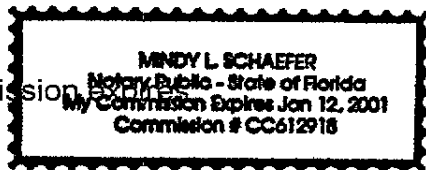


Mindy L. Schaefer  
Notary Public  
Mindy L. Schaefer  
TYPED/PRINTED NAME OF NOTARY

STATE OF FLORIDA     )  
COUNTY OF PINELLAS    )

The foregoing instrument was acknowledged before me this 5th day of February, 1998, by JUNG SOON KANG, she is personally known to me or produced Florida Dr. Lic., as identification.

My commission expires;

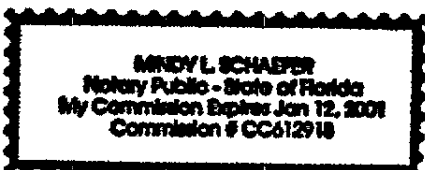


Mindy L. Schaefer  
Notary Public  
Mindy L. Schaefer  
TYPED/PRINTED NAME OF NOTARY

STATE OF FLORIDA     )  
COUNTY OF PINELLAS    )

The foregoing instrument was acknowledged before me this 5th day of February, 1998, by JUNG HO KANG, he is personally known to me or produced Florida Dr. Lic., as identification.

My commission expires;



Mindy L. Schaefer  
Notary Public  
Mindy L. Schaefer  
TYPED/PRINTED NAME OF NOTARY

REGISTERED AGENT ACKNOWLEDGMENT

Having been named Registered Agent of the above-stated corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in that capacity.

  
PETER D. GRAHAM

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98 FEB -9 PM 2:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA