

P98000015247

February 05, 1998

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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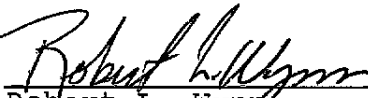
Dear Sir/Madam:

We respectfully request approval from the Secretary of State for the attached ARTICLES OF INCORPORATION. Attached is a check for \$78.75 which represents payment for filing fee, designation of registered agent and certificate under seal.

If you are in need of additional information concerning the request or if you need to contact someone in the organization, please write or call (9:00AM - 5:30 PM Monday - Friday) Mr. Robert L. Wynn at the address and telephone number as listed below.

We thank you for your assistance in this matter.

Sincerely,


Robert L. Wynn
171 NW 37th Street - Office
Miami, FL 33127
Telephone: (305)576-5443

FILED
98 FEB 16 PM 3:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Robert GAVE
AUTHORIZATION BY PHONE TO
CORRECT Reopening art. 1, certifi
DATE 2/16/98 ten
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C, Inc.

INC.

2/16/98-ten

CERTIFICATE OF INCORPORATION

OF

ROLLINS GROCERY'S, Inc.

FILED
98 FEB 16 PM 3:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned are desirous of forming a corporation under the laws of the State of Florida, such laws that are applicable to corporations for profit, and respectfully petition the Secretary of State for approval of such corporation under the following proposed Certificate of Incorporation.

ARTICLE I

NAME

The name of this corporation shall be ROLLINS GROCERY'S, Inc. and its principal place of business shall be 5520 NW 17th Avenue, Miami, Florida 33142, and any other location that the Board of Directors may deem appropriate.

ARTICLE II

GENERAL NATURE OF BUSINESS

The general purpose or object to be transacted, promoted or carried on by this corporation is to carry on any kind or type of business activity permitted under the laws of the State of Florida Statutes, as amended.

ARTICLE III

SHARES OF STOCK - NUMBER

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time is One Thousand (1,000) Shares of common stock of the par value of \$1,000 per share.

The Shares shall carry no preemptive rights.

Stock in this corporation shall be paid for in lawful money of the United States of America, or in property, labor, or services that where stock is paid for in or by property, labor or services, the Just value thereof shall be fixed by the incorporators or the Board of Directors, in the manner provided by state statute.

ARTICLE IV

AMOUNT OF CAPITAL

The amount of capital with which the corporation will begin business will be a minimum of one thousand dollars (\$1,000).

ARTICLE V

This corporation is to have perpetual existence, commencing upon the approval by the Secretary of State of this certificate of incorporation.

ARTICLE VI

DIRECTORS

The affairs of the corporation will be managed by a Board of Directors numbering at least three (3). The names and addresses of the individuals who are to serve as directors, until new directors are elected at the first shareholders meeting are as follows:

| <u>NAME</u> | <u>ADDRESS</u> |
|--|--|
| Edmond Rollins President | 5520 NW 17th Avenue Miami, FL 33142 |
| Johnny Rollins Vice-President | 5520 NW 17th Avenue Miami, FL 33142 |
| Corrine Rollins Secretary/Treasurer | 5520 NW 17th Avenue Miami, FL 33142 |

ARTICLE VII

OFFICERS

The names and addresses of the individuals who will serve as the initial officers of the corporation until new officers are appointed at the first meeting of the shareholders, are as follows:

| <u>NAME</u> | <u>ADDRESS</u> |
|--|--|
| Edmond Rollins President | 5520 NW 17th Avenue Miami, FL 33142 |
| Johnny Rollins Vice-President | 5520 NW 17th Avenue Miami, FL 33142 |
| Corrine Rollins Secretary/Treasurer | 5520 NW 17th Avenue Miami, FL 33142 |

ARTICLE VIII

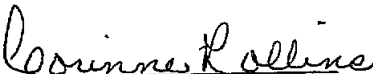
SUBSCRIBERS

The names and addresses of the individuals who are the original subscribers for the shares of common stock of the corporation are as follows:

| <u>NAME</u> | <u>ADDRESS</u> |
|-----------------|--|
| Edmond Rollins | 5520 NW 17th Avenue Miami, FL 33142 |
| Corrine Rollins | 5520 NW 17th Avenue Miami, FL 33142 |

We, the undersigned, being the original subscribers to this Certificate of Incorporation, do hereby make, subscribe, acknowledge and file this certificate and certify that the facts stated herein are true, and have hereunto set our hands and seals this 23rd day of January, 1998.

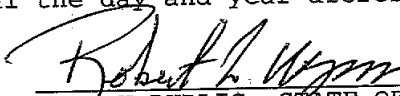

EDMOND ROLLINS


CORRINE ROLLINS

STATE OF FLORIDA)
)SS:
COUNTY OF DADE)

BE IT REMEMBERED that on this 23rd day of January, 1998. personally came before me, a notary public of the State of Florida, the party to the foregoing Certificate of Incorporation, known to me personally to be such, and acknowledged the said certificate to be the acts and deeds of the signers, and that the facts therein are truly set forth.

Given under my hand and seal the day and year aforesaid.


NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

My commission expires:



ROBERT L. WYNN
Comm. No. CC 643321
My Comm. Exp. May 4, 2001
Bonded thru Richard Ins. Agcy.

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


In pursuance of Chapter 48.901, Florida Statutes, the
following is submitted in compliance with said Act:

Inc.

That ROLLINS GROCERY'S, desiring to organize under the
laws of the State of Florida with its principal office as
indicated in the Certificate of Incorporation at the City of
Miami, County of Dade and State of Florida, has named ROBERT L.
WYNN, 171 NW 37th Street, Miami, Florida 33127, as its agent
to accept service of process within the State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the
above stated Corporation, at the 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.


ROBERT L. WYNN
REGISTERED AGENT

FILED
98 FEB 16 PM 3:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA