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Scruggs & Carmichael, P.A.

ONE S.E. FIRST AVENUE 32601 POST OFFICE BOX 23:09 32602 GAINESVILLE, FLORIDA

FAX (352) 375-0690

TELEPHONE (352) 376-5242

MILLHOPPER OFFICE: 3426 N.W. 43RD STREET SUITE B

GAINESVILLE, FLORIDA 32606 FAX (352) 378-9326

TELEPHONE (352) 376-5242

DOWNTOWN

REPLY MILLHOPPER OFFICE

SIGSBEE L. SCRUGGS 1898-1983

PARKS M. CARMICHAEL 1909-1994

WILLIAM D. PRIDGEON 1933-1950

MICHELLE VAUGHITS 1946-1982

RETIRED

RAY D. HELPLING WILLIAM N. LONG

OF COUNSEL

WILLIAM C. ANDREWS

-02/17/98--01016--011 ****122.50 ****122.50

2/16/98

CERTIFIED MARITAL & FAMILY LAW

CERTIFIED FAMILY MEDIATOR FCERTIFIED CIVIL MEDIATOR . .

JAMES G. LARCHE, JR.

MITZI COCKRELL AUSTIN "T

STEVEN M. CHAMBERLAIN, LL.M.

JOHN F. ROSCOW III

STAN CUSHMAN

FRANK P. SAIER

PHILIP A. DELANEY

JOHN G. STINSON

RAYMOND M. IVEY

MARY DAY COKERT

JEFFREY R. DOLLINGER JEFFERSON M. BRASWELL

KEVIN DALY

Corporate Records Bureau Division of Corporations Department of State PO Box 6327 Tallahassee, FL 32314

Gentlemen:

Enclosed please find one Original and one copy of the Articles of Incorporation for filing a new Florida corporation. Please file the Original and return to my office one certified copy of the Articles of Incorporation. I am enclosing a firm check in the amount of \$122.50 for payment of the following:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Designation	35.00
	\$122.50

Should you have any questions, please feel free to call my office at 352-376-5242. Thank you for your assistance with this matter.

Sincerely

Jefftrev R. Dollinger for the firm

Enclosure:

original + copy of Articles of Incorporation

Check # 70635 = \$122.50

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91/2-18-98



ARTICLES OF INCORPORATION

PRICE MART, INC., a Florida Corporation

The undersigned, acting as Incorporators of a Florida corporation under the Florida General Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation is <u>PRICE MART, INC.</u> The mailing address for the principal office of this corporation is: 1703 N. Main Street, Gainesville, Florida 32609.

ARTICLE II

DURATION

The Corporation shall have perpetual existence, and shall be in existence upon signing these Articles or later if required by law.

ARTICLE III

PURPOSE

The Corporation is organized for any lawful purpose permissible under the laws of the State of Florida and under the laws of the United States of America.

ARTICLE IV

CAPITAL STOCK

The Corporation is authorized to issue 100 shares of one dollar (\$1.00) par value Common Stock.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 1703 N. Main Street, Gainesville, Florida 32609 and the name of the initial Registered Agent of the Corporation at that address is Jim Indianos.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The Corporation shall initially have one (1) directors to hold office until the first annual meeting of shareholders and a successor(s) shall have been duly elected and qualified, or until earlier resignation, removal from office, or death. The number of directors may be either increased or decreased from time to time in accordance with the By Laws of the Corporation. The names and addresses of the initial directors of the Corporation are:

Name

<u>Address</u>

Jim Indianos

1703 N. Main Street Gainesville, FL 32609

ARTICLE VII

INCORPORATOR

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

Name

Address

Jim Indianos

1703 N. Main Street Gainesville, FL 32609

ARTICLE VIII

AMENDMENTS

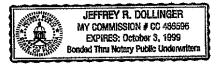
The power to amend these Articles of Incorporation in accordance with law is reserved to the shareholders. Any right conferred upon a shareholder by these Articles of Incorporation is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 13th day of February, 1998.

JIM INDIANOS, INCORPORATOR

STATE OF FLORIDA) COUNTY OF ALACHUA)

The foregoing instrument was acknowledged before me on this 13th day of February, 1998 by Jim Indianos, who either is personally known to me or produced a Florida Driver's License as identification and who did take an oath.



NOTARY PURLIC-STATE OF FLORIDA My Commission Expires:

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as the initial Registered Agent of PRICE MART, INC. a

Florida Corporation.

Date: 2/13/98

Jim Indianos

FILED

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SECRETARY OF STATE
TALLAHASSEF FI OBINA

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