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LOUIS SCOURTAS & ASSOCIATES
2121 NE COACHMAN ROAD-SUITE 1
CLEARWATER, FLORIDA 33765

TEL: 813- 443-0709
FAX: 813- 449-9700

March 17, 1998

Secretary of State
Division of Corporations -
P.O. Box 6327
Tallahassee, Florida 32314

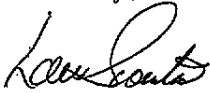
Please find enclosed the Articles of Incorporation for Glenco Stores III, Inc. and our check for \$122.50 covering the filing fees.

Please mail to us the Certified Copy of the Articles of Incorporation and the Certificate of Incorporation to our office for further processing with our client.

These people also owned Glenco Stores I, Inc. and Glenco Stores II, Inc.

If you have any questions, please call me.

Sincerely,



Louis Scourtas

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

GLENCO STORES III, INC.

ARTICLE I. CORPORATE NAME

The name of this Corporation is Glenco Stores III , Inc.

ARTICLE II. CORPORATE PRINCIPAL OFFICE AND MAILING ADDRESS

The Corporations principal office and mailing address is 5365 N. Socrum Loop Road, Lakeland, Florida 33809.

ARTICLE III NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE IV. CAPITAL STOCK

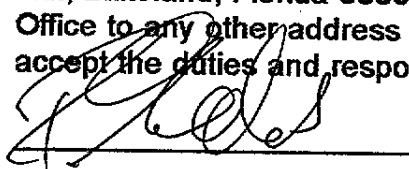
The maximum number of share of stock that this Corporation is authorized to issue and have outstanding at any one time is 10,000 shares of common stock without par value.

ARTICLE V. TERMS OF EXISTENCE

This Corporation shall have perpetual existence commencing upon these articles.

**ARTICLE VI. REGISTERED AGENT AND INITIAL REGISTERED OFFICE
AND ACCEPTANCE BY THE REGISTERED AGENT**

The Registered Agent and the street address for the Initial Registered office of this Corporation in the State of Florida shall be: R. Glenn Olels at 5365 N. Socrum Loop Rd., Lakeland, Florida 33809.. Directors from time to time may move the Registered Office to any other address in the State of Florida. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII. BOARD OF DIRECTOR(S)

This Corporation shall have Three Director(s) initially. The number of Directors may be increased or decreased from time to time by bylaws adopted by the stockholders, but shall never be less than one.

ARTICLES VIII. INITIAL DIRECTOR(S)

The name(s) of the initial director(s) of this Corporation and their street address is R. Glenn Olels, Mark S. Rosander and Christina M. Rosander at 5365 N. Socrum Loop Rd., Lakeland, FL 33809.. The person(s) named initial director(s) shall hold office for the first year of existence of this Corporation or until their successor is elected or appointed and has qualified, whichever occurs first.

ARTICLE IX. INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the Incorporator is R. Glenn Olels at 5365 N. Socrum Loop Rd., Lakeland, Florida 33809.

ARTICLE X. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by the least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

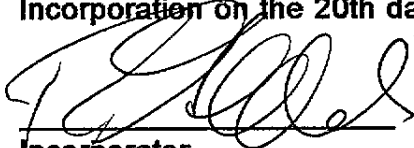
ARTICLE XI. PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation, shall have the right to purchase his or her pro-rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XII. INDEMNIFICATION


This Corporation shall indemnify any officer or director or any former officer or director, to full extent permitted by law.

IN WITNESS THEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 20th day of February, 1998.


Incorporator

**STATE OF FLORIDA :
COUNTY OF PINELLAS:**

BEFORE ME, a Notary Public, personally appeared R. Glenn Olels to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation and acknowledged before me that he subscribed to these Articles of Incorporation on the 20th Day of February, 1998.


Notary Public
My Commission Expires:



LOUIS C. SCOURTAS
MY COMMISSION # CC464163 EXPIRES
May 19, 1999
BONDED THRU TROY FAIN INSURANCE, INC.