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March 26, 1998

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

RE: PENSACOLA WHOLESALE GROCERY COMPANY, INC.

Dear Sir or Madam:

Enclosed herewith please find the following pertaining to the formation of the above-described corporation:

1. Original executed Articles of Incorporation.
2. Copy of executed Articles of Incorporation.
3. Check in the amount of \$122.50.

After the original Articles of Incorporation have been filed, I would appreciate you returning the copy to me indicating certification.

If you have any further requirements, please advise the undersigned.

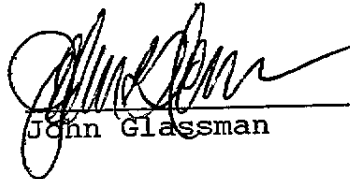
Sincerely,

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****122.50 ****122.50

JOHN GLASSMAN, P.A.



John Glassman

JG/ab

Enclosures

cc: Carol Williams Holloman

holloman\sec-st.ltr

FILED
98 MAR 30 PM 1:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK APR 2 1998

ARTICLES OF INCORPORATION

OF

PENSACOLA WHOLESALE GROCERY COMPANY, INC.

FILED

98 MAR 30 PM 1:45

CLERK OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator to these Articles of Incorporation, a natural person, competent to contract, does hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I. CORPORATE NAME

The name of this corporation shall be PENSACOLA WHOLESALE GROCERY COMPANY, INC.

ARTICLE II. INITIAL PRINCIPAL OFFICE

The street address, and the mailing address of the principal office of the Corporation shall be: 2830 Hidden Springs Circle, Pensacola, Florida 32526. The Board of directors from time to time may move the principal office to any other address in the State of Florida.

ARTICLE III. CAPITAL STOCK

The total authorized capital stock of the corporation shall be 7,500 shares of common stock having no par value. No preemptive rights are to be granted to shareholders.

ARTICLE IV. REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The street address of the initial registered office of this corporation shall be 2830 Hidden Springs Circle, Pensacola, Florida 32526, and the initial registered agent at such address shall be Carol Williams Holloman. The board of directors from time to time

may move the registered office to any other address in the State of Florida.

ARTICLE V. INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the incorporator is Carol Williams Holloman, 2830 Hidden Springs Circle, Pensacola, FL 32526.

ARTICLE VI. BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by by-laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VII. INITIAL DIRECTORS

The names of the initial Directors of this corporation and their street addresses are as follows:

<u>Name</u>	<u>Address</u>
Carol Williams Holloman	2830 Hidden Springs Circle Pensacola, Florida 32526
John Edward Holloman, Jr.	2830 Hidden Springs Circle Pensacola, Florida 32526

ARTICLE VIII. NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted and carried on by the corporation is to engage in any lawful act, activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IX. TERMS OF EXISTENCE

This corporation shall have perpetual existence, commencing upon the filing of these Articles.

ARTICLE X. OFFICERS

The executive officers of this corporation shall be a president, a vice president, a secretary, and a treasurer. Any person may hold two or more offices. The corporation may also have such other officers and agents as may be deemed necessary and all such officers and agents shall be chosen in such manner, hold their offices for such terms, and have such powers and duties as may be prescribed by the by-laws or determined by resolution of the Board of Directors not inconsistent with the by-laws.

ARTICLE XI. AMENDMENT

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights and powers conferred herein upon stockholders, directors and officers are subject to this reserve power.

IN WITNESS WHEREOF, I, the undersigned Incorporator, for the purposes of forming a corporation for profit pursuant to the laws of the State of Florida, do make, subscribe and acknowledge this certificate and I have hereunto duly executed the foregoing Articles of Incorporation to be filed in the office of the Secretary of State of Florida, for the purposes set forth therein.


CAROL WILLIAMS HOLLOMAN, INCORPORATOR

STATE OF FLORIDA :
COUNTY OF ESCAMBIA:

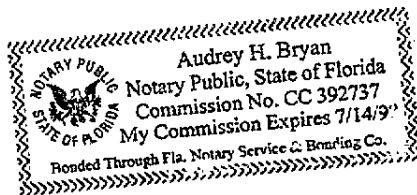
THE FOREGOING INSTRUMENT was acknowledged before me this
25th day of March, 1998, by CAROL WILLIAMS HOLLOMAN, who
has produced _____
as identification, or who is personally known to me.

Audrey H. Bryan
NOTARY PUBLIC

(name of officer typed, printed
or stamped)

commission/serial number

My commission expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
SERVICE OF PROCESS WITH THIS STATE, NAMED AGENT
UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

PENSACOLA WHOLESALE GROCERY COMPANY, INC. desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at 2830 Hidden Springs Circle, Pensacola, Florida 32526, with CAROL WILLIAMS HOLLOMAN as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

Carol Williams Holloman
CAROL WILLIAMS HOLLOMAN
Registered Agent

DATED this the 25 day of March, 1998.

FILED
98 MAR 30 PM 1:45
SEC. CLERK OF STATE
TALLAHASSEE, FLORIDA