

P9800042002

PATRICIA L WILKERSON
2628 GORDA BELLA AVE
ST AUGUSTINE, Florida 32086

FILED

98 MAY -8 PM 2: 21

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

April 26, 1998

Secretary of State
Corporation Division
Executive Towers
Tallahassee, FL 32304

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****122.50 ****122.50

Dear Sir or Madam:

I plan to incorporate a business in Florida. I have enclosed a check to cover the cost/fees required to reserve a corporate name.

The following are my first, second, and third choices for the corporate name:

First choice:	P & G SALES INC.
Second choice:	P & G DISTRIBUTION INC
Third choice:	P & G SALES & DISTRIBUTION INC

If all of these names are unavailable, please notify me at the address above. Thank you for your assistance in this matter.

Sincerely,

Patricia Wilkerson
PATRICIA L WILKERSON

P. Hall
MAY - 8 1998

(7)

1298-9708



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 30, 1998

PATRICIA L WILKERSON
2628 GORDA BELLA AVE
ST AUGUSTINE, FL 32086

SUBJECT: P & G SALES INC.
Ref. Number: W98000009768

We have received your document for P & G SALES INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 398A00023830

**Articles of Incorporation
of
P & G SALES INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**I.
Name**

The name of the Corporation is P & G Sales Inc., hereinafter referred to as the "Corporation."

**II.
Purposes**

The purpose of the Corporation is to transact any and all lawful business for which corporations may be incorporated under the laws of the State of Florida, as they may be amended from time to time.

**III.
Principal Office and Registered Agent**

The principal office of the Corporation is 51 Charlotte Street, St Augustine, FL 32084. The Corporation may maintain offices and/or transact business at other locations, either within or without the State of Florida. The name and address of the registered agent for service of process upon the Corporation is Patricia L Wilkerson, 2628 Gorda Bella Ave, St Augustine, FL 32086.

**IV.
Duration**

The duration of the Corporation shall be perpetual.

**V.
Initial Business**

The initial business of the Corporation shall be :

- A. To engage in the business of retail & wholesale foods & supplies.
- B. To engage in any activities or business permitted under the laws of the United States or the State of Florida.

VI.
Capital Stock

The Corporation is authorized to issue only one class of shares of stock which shall be designated Common Stock. The total number of shares the Corporation shall have authority to issue is 1000, each share to have a par value of \$10.00.

VII.
Incorporators

The names and mailing addresses of the incorporators are:

<u>Incorporator Name</u>	<u>Incorporator Address</u>
Patricia L Wilkerson	, 2628 Gorda Bella Ave, St Augustine, FL 32086
Guy W Wilkerson, Jr	3363 Deerfield Pointe Dr., Orange Park, FL 32073

VIII.
Management by Shareholders

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of the shareholders of the corporation.

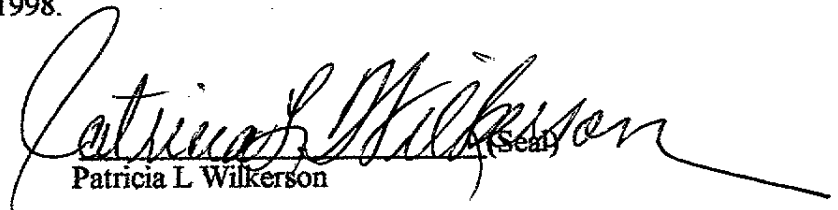
IX.
No Personal Liability

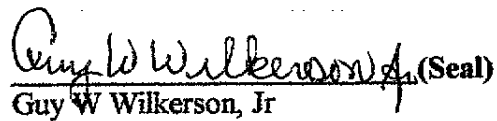
The private property of the stockholders shall not be subject to the payment of corporate debts.

X.
Fiscal Year

The fiscal year of the Corporation shall be from January 1 to December 31 of each year.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 1st day of May, 1998.


Patricia L. Wilkerson (Seal)


Guy W. Wilkerson, Jr (Seal)

State of FLORIDA

County of ST. Johns

BEFORE ME, the undersigned authority, on this day personally appeared Patricia L. Wilkerson & Guy W. Wilkerson, Jr., known to me to be the person described in, and whose name is subscribed to the foregoing document, who on oath stated to me that he/she executed the same for the purposes and consideration therein expressed.

SUBSCRIBED AND SWORN TO BEFORE ME this the 28th day of April, 1998.



Linda S. Clark
MY COMMISSION # CC519942 EXPIRES
December 20, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

Linda S. Clark

Notary Public in and for the
State of FLORIDA

My Commission Expires:

**CERTIFICATE DESIGNATING REGISTERED OFFICE
FOR THE SERVICE OF PROCESS WITHIN THE
STATE OF FLORIDA, AND NAMING THE REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED



98 MAY -8 PM 2:21

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with Sections 48.091 and 607.034 of the Florida Statutes, the following is
submitted:

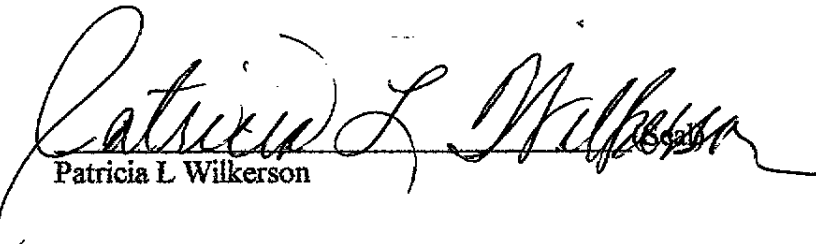
That P & G Sales, Inc. desiring to qualify under the laws of the State of Florida, with its
principal place of business located at 51 Charlotte Street, St Augustine, FL 32084, has named
Patricia L. Wilkerson, located at 2628 Bella Gorda Ave, St Augustine, FL 32086, as its agent to
accept service of process within Florida.

Dated this 4th day of May, 1998.


Patricia L. Wilkerson, Incorporator

Guy W. Wilkerson, Jr., Incorporator

Having been named to accept service of process for P & G Sales, Inc. at the place designated
in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the
provisions of all statutes relative to the proper and complete performance of my duties.

Dated this 4th day of May, 1998.


Patricia L. Wilkerson