

P98000042480



America's Supermarket®

RICHARD W. BUCK
Attorney

May 7, 1998

VIA FEDERAL EXPRESS

Corporate Records Bureau
Division of Corporations
Department of State
409 E. Gaines Street
Tallahassee, FL 32399

800002517408--9
-05/08/98--01087--011
****122.50 ****122.50

Re: W-D TRANSFER, INC.

Dear Sirs:

Please find enclosed for filing, an original and one copy of the Articles of Incorporation of W-D Transfer, Inc. Also enclosed is our check in the amount of \$122.50 to cover the following fees:

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

We would appreciate your filing the enclosed Articles of Incorporation as soon as possible and returning a certified copy of the above-referenced Articles of Incorporation to us in the enclosed self-addressed stamped envelope.

If you have any questions, please do not hesitate to contact me or Brenda Davis at (904)783-5000. Thank you for your assistance in this matter.

Sincerely,

Richard W. Buck

RWB:bkd
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY -8 PM 3:43

5-11
WB

ARTICLES OF INCORPORATION

OF

W-D TRANSFER, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

NAME

The name of this corporation shall be W-D TRANSFER, INC.

ARTICLE II

PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 5050 Edgewood Court, Jacksonville, Florida 32254.

ARTICLE III

CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of common stock with a par value of One Dollar (\$1.00) per share, which shares shall be and hereby are designated as "Common Shares". Without action by the shareholders, any or all of the authorized shares may be issued by the corporation from time to time for such consideration as may be fixed by the Board of Directors of this corporation.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY -8 PM 3:43

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation in the State of Florida is 5050 Edgewood Court, Jacksonville, Florida 32254. The name of the initial registered agent of this corporation at that address is E. Ellis Zahra, Jr.. The Board of Directors may, from time to time, change the registered agent or move the registered office to any other address in Florida.

ARTICLE V

INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:


<u>NAME</u>	<u>ADDRESS</u>
Richard W. Buck	5050 Edgewood Court Jacksonville, Florida 32254

ARTICLE VI

AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Both the shareholders and the Board of Directors may repeal, amend or adopt Bylaws for the corporation, pursuant to these Articles, except that the shareholders may prescribe in any Bylaw made by them that such Bylaw shall not be altered, repealed or amended by the Board of Directors.

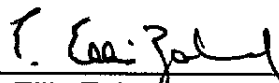
IN WITNESS WHEREOF, the undersigned incorporator, being a natural person competent to contract, has hereunto set his hand and affixed his seal this 6th day of May, 1998.


_____(Seal)
Richard W. Buck

REGISTERED AGENT OF
W-D TRANSFER, INC.

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the undersigned, having been designated as the initial Registered Agent for the service of process within the State of Florida upon W-D TRANSFER, INC., a corporation organized under the laws of the State of Florida, does hereby accept the appointment as such Registered Agent for the above-named corporation, and does hereby agree to comply with the provisions of Section 48.091(2) relative to keeping open the Registered Office of said corporation, which Registered Office is located at 5050 Edgewood Court, Jacksonville, Florida 32254.

IN WITNESS WHEREOF, I, such designated Registered Agent, have hereunto set my hand and seal at Jacksonville, Florida on this 6th day of May, 1998.



E. Ellis Zahra, Jr.
Registered Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY -8 PM 3:43