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MICHAEL D. TANNENBAUM

Attorney at Law

2161 PALM BEACH LAKES BLVD.
SUITE 304

WEST PALM BEACH, FLORIDA 33409

Palm Beach County (561) 471-1406

Deerfield / Boca (954) 421-0025

Fax (561) 683-7551

June 9, 1998

Secretary of State
The Capitol
P.O. Box 6327
Tallahassee, FL 32314

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-06/12/98--01049--010
****122.50 ****122.50

RE: Alabama Georgia Grocery, Inc.

Dear Sir/Madam:

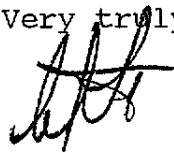
Enclosed please find an original and one (1) copy of the **Articles of Incorporation** on the above-referenced corporation. Also enclosed my check in the amount of \$122.50 covering the following charges:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent	
Designation	<u>35.00</u>
Total	\$122.50

Please forward a certified copy to me at the above address.

If you should have any questions, please feel free to contact me.

Very truly yours,



MICHAEL D. TANNENBAUM

MDT/cd

Encl.

APPROVED
AND
FILED
98 MAY 12 AM 11:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK JUN 15 1998

APPROVED
AND
FILED

98 MAY 12 AM 11:26

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ALABAMA GEORGIA GROCERY, INC.

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

ARTICLE I - NAME

The name of the corporation shall be: ALABAMA GEORGIA GROCERY, INC.

The address of the principal office of this corporation shall be 748 S.W. Avenue E, Belle Glade, Florida 33430, and the mailing address of the corporation shall be the same.

ARTICLE II - NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory, or nation.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having no par value per share.

ARTICLE IV - ADDRESS

The street address of the initial registered office of the corporation shall be 748 S.W. Avenue E, Belle Glade, Florida 33430, and the name of the initial registered agent of the corporation at that address Linda J. McMillan.

ARTICLE V - TERMS OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE VII - INCORPORATORS

The names and street addresses of the incorporators to these Articles of Incorporation are:


Linda J. McMillan

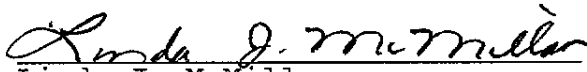
582 S.E. 9th Street
Belle Glade, FL 33430

James Wilson McMillan, Sr.

582 S.E. 9th Street
Belle Glade, FL 33430

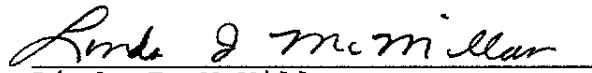
IN WITNESS WHEREOF, the undersigned have hereunto set our hands and seals this 9 day of JUNE, 1998.


James Wilson McMillan, Sr.


Linda J. McMillan

ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN ARTICLES OF INCORPORATION

The undersigned, Linda J. McMillan, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.


Linda J. McMillan

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AND
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA