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STEVEN A. SPENCER & ASSOCIATES
ACCOUNTANTS
1900 East Robinson Street
Orlando, Florida 32803
FAX (407) 898-6460
(407) 894-0081

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32399

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****122.50 ****122.50

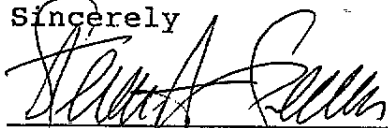Gentlemen,

Enclosed are the Articles of Incorporation for:

MARTIN'S GROCERY, INC.

Also enclosed is a check for $122.50 for the following fees:

Filing Fees	$35.00
Registered Agent Designation	$35.00
Certified Copy	$52.50
Total Fee Due	$122.50

Sincerely

[signature]

Steven A. Spencer

B. BROCK JUN 1 9 1998

ARTICLES OF INCORPORATION

OF

MARTIN'S GROCERY, INC.

ARTICLE I.   NAME

The name of this corporation is:

MARTIN'S GROCERY, INC.

ARTICLE II.   NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida, and to effectuate such purposes, may act in any capacity including as an agent or attorney-in-fact for any person or entity.

ARTICLE III.   CAPITAL STOCK

This corporation is authorized to issue 500 shares of One Dollar par value common stock, which shall be designated "Common Shares."

ARTICLE IV.   INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered and principal office of this corporation is: 1900 E. Robinson Street
                                        Orlando, Florida 32803

The name of the initial registered agent of this corporation at that address is: Steven A. Spencer

ARTICLE V.   INITIAL BOARD OF DIRECTORS

This corporation shall initially have one director. The corporation may, by amendment to the By-laws, increase the Board of Directors to more than one. This is initially a one person corporation; provided, however, that by amendment to the By-laws, the number of officers, directors and stockholders may be increased. The name and address of the director of this corporation is:

Herman J. Fussell

389 4th Street

Homeland, Florida 33847

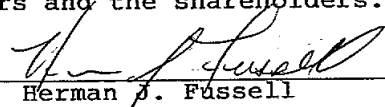## ARTICLE VI. INCORPORATORS

The name and address of the person signing these Articles is:

Herman J. Fussell

389 4th Street

Homeland, Florida 33847

ARTICLE VII. BY-LAWS

The power to adopt, alter, amend or repeal By-laws shall be vested in the Board of Directors and the shareholders.
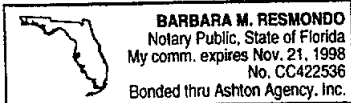
Herman J. Fussell

STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County aforesaid to take acknowledgements, personally appeared __Herman J. Fussell__ , who is personally known to me as the person described as Subscriber in and who executed the foregoing Articles of Incorporation, and who did not take an oath, and he or she acknowledged before me that he or she subscribed to those Articles of Incorporation and executed the same.

WITNESS my hand and official seal in the County and State named above, this 9th day of June ,1998 .

Barbara M Resmondo
NOTARY PUBLIC

BARBARA M. RESMONDO
Printed Notary Signature
My Commission Number: CC 422536
My Commission Expires: 11/21/98

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

First – That ___MARTIN'S GROCERY, INC.___ ,
desiring to organize under the laws of the State of Florida with
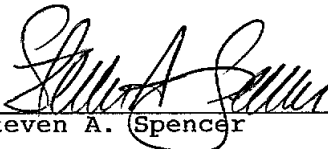its initial registered and principal office at:

___1900 E. Robinson Street___

___Orlando, Florida 32803___

has named ___Steven A. Spencer___ , located at ___1900 E. Robinson St.___
___Orlando FL 32803___ , as its agent to accept service of process within
this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the
above stated corporation, at the 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.

By: _____
Steven A. (Spencer

Registered Agent

98 JUN 17 AM 8:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED