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Law Offices

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June 19, 1998

EFFECTIVE DATE

6/18/98

BY AIRBORNE EXPRESS

Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, Florida 32301

100002568191--6

-06/22/98--01102--009

****122.50 ****122.50

Re: A & P Properties of Tampa Bay, Inc.

Gentlemen:

Enclosed please find an original and one copy of the Articles of Incorporation and the original and one copy of a Certificate Designating Registered Agent for the above-named corporation. Please file the original Articles and return a certified copy to this office.

Please note that under Article IV of the enclosed Articles of Incorporation the existence of the corporation commences on June 18, 1998.

Also enclosed is this firm's check in the amount of \$122.50, representing the filing fee of \$35.00, certified copy fee of \$52.50, and a registered agent fee of \$35.00.

Thank you for your assistance and cooperation in this matter. *

Sincerely yours,


LINDA M. MICHAELS

98 JUN 22 AM 11:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

LMM:sms

Enclosures

7179\SEC-ST.LTR

T.SMITH JUN 22 1998

ARTICLES OF INCORPORATION

OF

A & P PROPERTIES OF TAMPA BAY, INC.

EFFECTIVE DATE

6/18/98

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

ARTICLE I

NAME OF CORPORATION

The name of the corporation shall be:

A & P PROPERTIES OF TAMPA BAY, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II

NATURE OF BUSINESS

This corporation may engage in or transact 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 that this corporation is authorized to have outstanding at any one time is five hundred (500) shares having a par value of One Dollar (\$1.00) per share.

ARTICLE IV

TERM OF EXISTENCE

The existence of this corporation shall commence on June 18, 1998, and this corporation shall have perpetual existence.

ARTICLE V

REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 8020 Sharon Drive, Tampa, Florida 33617, and the name of the initial registered agent of this corporation at that address is Marjorie A. Poole.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws adopted by the shareholders. The names and addresses of the initial directors of this corporation are:

<u>Name</u>	<u>Address</u>
Marjorie A. Poole	8020 Sharon Drive Tampa, Florida 33617
Debra J. Anderson	8020 Sharon Drive Tampa, Florida 33617

ARTICLE VII

SUBSCRIBERS

The names and post office addresses of the subscribers to these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Marjorie A. Poole	8020 Sharon Drive Tampa, Florida 33617

ARTICLE VIII

BY-LAWS

The Board of Directors is authorized to adopt By-Laws, including provisions governing the issuance of stock certificates to replace lost or destroyed stock certificates and provisions prohibiting the transfer of the stock of the corporation and of the preemptive rights to such stock, provided such By-Laws are not contrary to the laws of the State of Florida.

ARTICLE IX

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors proposed by them to the stockholders and approved at a stockholders' meeting by a majority, or such greater number as may be specified in the By-Laws, of the shares of stock entitled to vote thereon unless all the directors and the stockholders sign a

written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned have made, subscribed and acknowledged these Articles of Incorporation, this 18th day of June, 1998.


MARJORIE A. POOLE

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared MARJORIE A. POOLE known to me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged under oath before me that she executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal in the State and County aforesaid this 18th day of June, 1998.


NOTARY PUBLIC
My commission expires:



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the law of the state of Florida, submits the following statement in designating the registered agent, in the State of Florida.

1. The name of the corporation is: A & P PROPERTIES OF
TAMPA BAY, INC.

2. The name and address of the registered agent and office is:

MARJORIE A. POOLE
(NAME)

8020 Sharon Drive
(P.O. BOX NOT ACCEPTABLE)

Tampa, Florida 33617
(CITY/STATE/ZIP)

SIGNATURE


(corporate officer)

TITLE

President

DATE

June 18, 1998

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

DATE


June 18, 1998

REGISTERED AGENT FILING FEE: \$35.00

FILED
98 JUN 22 AM 11:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA