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JAMES P. STEVENS
ROSE MARIE K. PREDDY*
*ALSO ADMITTED IN MICHIGAN

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July 7, 1998

Certified Mail
Return Receipt Requested

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

300002585293-7
-07/10/98--01059--018
****122.50 ****122.50

RE: Maxville Food Mart, Inc.

Ladies and Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, and Resident Agent Certificate, in connection with the above new corporation.

Also enclosed is our firm check payable in the amount of \$122.50 to cover the following fees and charges:

Filing Fee	\$ 35.00
Resident Agent Fee	35.00
One Certified Copy	<u>52.50</u>

Total \$122.50

Please file the Articles of Incorporation and return one certified copy to me at your earliest convenience.

Sincerely yours,


Kenneth G. Anderson

KGA/lcg

Enclosures (as stated)

98 JUL 10 AM 11:25
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

JUL 14 1998
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**ARTICLES OF INCORPORATION
OF
MAXVILLE FOOD MART, INC.**

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98 JUL 10 AM 11:25
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I. NAME

The name of this corporation is:

MAXVILLE FOOD MART, INC.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is:

(a) To invest, reinvest, deal in, sell, or lease or otherwise dispose of items of personal and real property, of all kinds, classes and description, of whatsoever nature, in the State of Florida, or in any other state or country and to furnish other services and to engage in any and all other business activities.

(b) To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in and deal in and with, goods, wares, merchandise, real and personal property, and services, of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, cooperative association, mutual fire insurance protection, cooperative association, fraternal benefit society, state fair or exposition.

(c) To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida and in all other states and countries.

(d) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

(e) To purchase the corporate assets of any other corporation and engage in the same or other character of business.

(f) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the shares of the stock of, or any bonds, securities, or other evidences of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges, of ownership, including the right to vote such stock.

(g) To enter into and be a member of or a party to partnerships, limited and general, and joint ventures.

(h) In addition to the powers herein expressly stipulated, this corporation shall have all general corporate rights, powers, privileges and immunities otherwise existing from time to time under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of common voting stock having a par value of One Dollar (\$1.00) per share.

ARTICLE IV. ADDRESS

The principal office of this corporation in the State of Florida is 8788 Highway 301 South, Jacksonville, Florida 32234. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE V. DIRECTORS

This corporation shall have one (1) directors initially. The number of directors may be increased or diminished from time to time, pursuant to by-laws adopted by the stockholders, but shall never be less than one (1) nor more than five (5).

ARTICLE VI. INITIAL DIRECTORS

The name and address of the members of the first Board of Directors are:

<u>Name</u>	<u>Address</u>
Diana S. Mosley	8788 Highway 301 South Jacksonville, Florida 32234.

ARTICLE VII. SUBSCRIBERS

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

<u>Name</u>	<u>Address</u>
Diana S. Mosley	8788 Highway 301 South Jacksonville, Florida 32234

ARTICLE VIII. RESIDENT AGENT

The name and street address of the initial registered resident agent of this corporation, upon whom service of process may be made, is as follows:

<u>Name</u>	<u>Address</u>
Diana S. Mosley	8788 Highway 301 South Jacksonville, Florida 32234

ARTICLE IX. AMENDMENTS, BY-LAWS AND OFFICERS

(a) These Articles of Incorporation may be amended in any manner from time to time as permitted 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 of the stock entitled to vote therein, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

(b) The initial by-laws of this corporation shall be adopted by the first board of directors. The by-laws may be amended from time to time as provided therein.

(c) Ownership of stock shall not be required to make any person eligible to hold office either as an officer or director of this corporation.

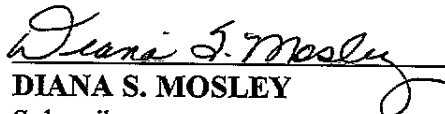
(d) Any subscriber or stockholder present at any meeting, either in person or by proxy, and any director present in person at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice.

(e) The Board of Directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and

conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

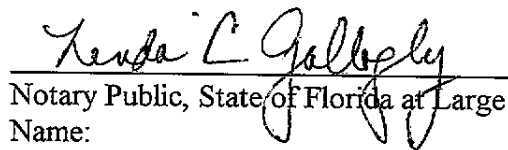
ARTICLE X. DATE OF CORPORATION EXISTENCE

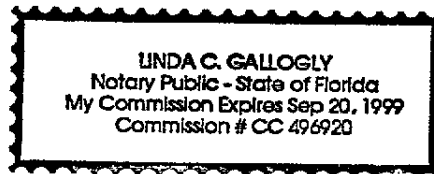
The date of existence of this corporation shall be July 7, 1998.


DIANA S. MOSLEY
Subscriber

STATE OF FLORIDA)
) ss.
COUNTY OF DUVAL)

The foregoing instrument was acknowledged before me this 7th day of July, 1998, by
DIANA S. MOSLEY, who is personally known to me or who has produced
Florida Drivers License as identification.


Notary Public, State of Florida at Large
Name:
Commission No.:
Commission Expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

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

First, that MAXVILLE FOOD MART, INC., desiring to organize under the laws of the State
of Florida with its principal office, as indicated in the Articles of Incorporation, at City of
Jacksonville, Duval County, Florida, has named Diana S. Mosley, located at 8788 Highway 301
South, Jacksonville, Florida 32234, County of Duval, State of Florida, as its agent to accept service
of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process of the above stated corporation, at 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 *Diana S. Mosley*
DIANA S. MOSLEY
Resident Agent

FILED
98 JUL 10 AM 11:25
SECRETARY OF STATE
TALLAHASSEE FLORIDA