

P98000076288



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 938902 7163043

AUTHORIZATION : Patricia Pizant

COST LIMIT : \$ 70.00

ORDER DATE : August 25, 1998

ORDER TIME : 10:20 AM

ORDER NO. : 938902-005

CUSTOMER NO: 7163043

CUSTOMER: Mr. Todd Goldstein
MR. TODD GOLDSTEIN
TODD
Apartment 809
325 Heron's Run Drive
Sarasota, FL 34232

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP - 1 PM 2:55

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DOMESTIC FILING

NAME: HEALTHGROCER, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

RECEIVED
98 SEP - 1 PM 1:13
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

OF

HEALTHGROCER, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

HEALTHGROCER, INC.

The address of the principal office of this corporation shall be 325 Heron's Run Drive, Apartment 809, Sarasota, Florida 34232 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 1,500 shares of common stock having no par value per share.

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ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 325 Heron's Run Drive, Apartment 809 Sarasota, Florida 34232 and the name of the initial registered agent of the corporation at that address is Todd Goldstein.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have three Directors, initially. The names and addresses of the initial members of the Board of Directors are:


Todd Goldstein	Apt. 809, 325 Heron's Run Dr, Sarasota, FL 34232
Robert Goldstein	1677 Cunliff Lane, Sarasota, FL 34232
Elizabeth Goldstein	1677 Cunliff Lane, Sarasota, FL 34232

ARTICLE VII. INCORPORATOR

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

The Company Corporation
1013 Centre Road
Wilmington, Delaware 19805

The undersigned incorporator has executed these
Articles of Incorporation on September 1, 1998.


Its Incorporator, Karen B. Rozar

ABA/JANNA WILSON

AUG-28-98 FRI 12:58

CSC

FAX NO. 3029987078

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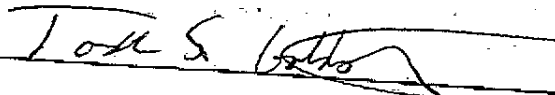
ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN THE ARTICLES OF INCORPORATION

TODD GOLDSTEIN, an individual residing in this state, having a business office identical with the registered office of the corporation named below, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation of:

HEALTHGROCER, INC.

TODD GOLDSTEIN is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By:



Typed Name: TODD GOLDSTEIN