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ATKINSON, DINER, STONE & MANKUTA, P.A.

ATTORNEYS AT LAW

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POST OFFICE DRAWER 2088  
1946 TYLER STREET  
HOLLYWOOD, FLORIDA 33022-2088  
TELEPHONE (954) 925-5501  
MIAMI (305) 944-1882  
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\* BOARD CERTIFIED IN REAL ESTATE  
\*\* BOARD CERTIFIED IN TAXATION

August 28, 1998

State of Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

EFFECTIVE DATE  
8-28-98

Re: Gardner's Super Markets, Inc. No. 12

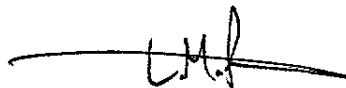
000002629100--5  
-08/31/98-01126--014  
\*\*\*\*122.50 \*\*\*\*122.50

Dear Sir/Madam:

Enclosed are an original and one copy of Articles of Incorporation of the proposed corporation in the above caption. Please prepare a certified copy of said Articles of Incorporation, endorse your approval thereon, and return the copy to us. Enclosed is our check in the amount of \$122.50 to cover the filing, certified copy and registered agent fees.

We would appreciate your office processing this charter immediately.

Sincerely,



L.M. Ploucha

APPROVED  
AND  
FILED  
98 AUG 31 PM 2:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

LMP/nlc  
Enclosures

cc: Mr. Maurice D. Adams (w/encl.)  
Jerry L. Carney, C.P.A. (w/encl.)

ARTICLES OF INCORPORATION

OF

GARDNER'S SUPER MARKETS, INC. NO. 12

ARTICLE I.

CORPORATE NAME

The name of this Corporation shall be:

GARDNER'S SUPER MARKETS, INC. NO. 12

ARTICLE II.

MAILING ADDRESS AND PRINCIPAL OFFICE

The Corporation's mailing address is:

7301 S.W. 57th Avenue  
Miami, Florida 33143

The address of the Corporation's principal office is:

700 Biltmore Way  
Coral Gables, Florida 33134

ARTICLE III.

NATURE OF CORPORATE BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the  
United States and under the laws of the State of Florida.

EFFECTIVE DATE  
8-28-98

98 AUG 31 PM 2:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED

#### ARTICLE IV.

##### CAPITAL STOCK

This Corporation is authorized to issue a maximum of seven thousand five hundred (7,500) Shares of stock. The shares of stock authorized shall be common stock having a par value of One Dollar (\$1.00) per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

#### ARTICLE V.

##### INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Corporation's initial Registered Agent and Registered Office in the State of Florida shall be:

L.M. Ploucha, Esq.  
c/o ATKINSON, DINER, STONE,  
MANKUTA & PLOUCHA, P.A.  
1946 Tyler Street  
Hollywood, Florida 33020

#### ARTICLE VI.

##### BOARD OF DIRECTORS

The number of Directors may be altered from time to time by Bylaws adopted by the Stockholders. However, the Corporation shall have no less than one (1) Director at any time.

ARTICLE VII.

INITIAL DIRECTORS

The name and post office address of each member of the first Board of Directors is:

<u>Name</u>	<u>Address</u>
JOSEPH T. GARDNER	7301 S.W. 57th Avenue Miami, Florida 33143
MAURICE D. ADAMS	7301 S.W. 57th Avenue Miami, Florida 33143
ELIZABETH G. ADAMS	7301 S.W. 57th Avenue Miami, Florida 33143

The members of the first Board of Directors shall hold office until the first annual meeting of the Stockholders of the Corporation.

ARTICLE VIII.

INCORPORATOR

The name and post office address of the Incorporator executing these Articles of Incorporation is as follows:

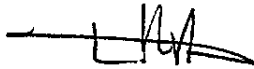
<u>Incorporator</u>	<u>Address</u>
L.M. Ploucha, Esq.	c/o ATKINSON, DINER, STONE MANKUTA & PLOUCHA, P.A. 1946 Tyler Street Hollywood, Florida 33020

ARTICLE IX.

COMMENCEMENT DATE

Corporate existence will commence on August 28, 1998.

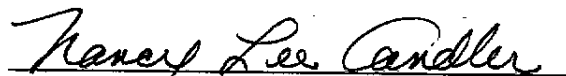
THE UNDERSIGNED Incorporator, for the purpose of forming a Corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts stated are true.



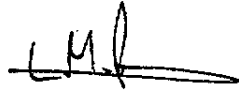
L.M. PLOUCHA

STATE OF FLORIDA     )  
                                  ) SS:  
COUNTY OF BROWARD )

The foregoing instrument was acknowledged before me this 28th day of August, 1998, by  
L.M. PLOUCHA, who is (personally known to me) (~~has produced~~  
\_\_\_\_\_ as identification).

  
Notary Public, State of Florida  
at Large

The undersigned hereby accepts the foregoing designation as initial Registered Agent and agrees to comply with the provisions of law applicable to said designation.



L.M. PLOUCHA

APPROVED  
AND  
FILED

98 AUG 31 PM 2:41

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA