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September 16, 1998

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Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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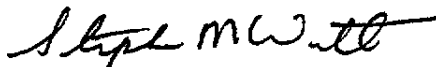
Re: D & C Supermarkets, Inc.

Dear Sir or Madam;

Enclosed are the articles of incorporation for D & S Supermarkets, Inc. and a check for \$70.00. If you have any questions, please let me know.

Thank you for your cooperation in this matter.

Sincerely,



Stephen M. Witt

SMW:jw
encl.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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**ARTICLES OF INCORPORATION
FOR
D & C SUPERMARKETS, INC.**

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DIVISION OF CORPORATIONS
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ARTICLE I

The name of the corporation is **D & C SUPERMARKETS, INC.**

ARTICLE II

The duration of the corporation is perpetual.

ARTICLE III

The general purposes for which the corporation is organized are:

1. To engage in the business of grocery retail sales.
2. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act.
3. To do sure other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV

The aggregate number of shares which the corporation is authorized to issue is **ONE HUNDRED (100)**. Sure shares shall be of a single class and have a par value of **ONE DOLLAR (\$1.00)** per share.

ARTICLE V

The street address and mailing address of the initial principal office of the corporation is Rt. 10 Box 878, Lake City, Florida 32055 and the name of its initial registered agent is **DALE B. TURNER** and his mailing address shall be Rt. 10 Box 878, Lake City, Florida 32025.

ARTICLE VI

The number of directors constituting the initial board of directors of the corporations two (2). The number of directors may be either increased or diminished from time to time by the bylaws, but shall never be less than one (1). The name and address of each person, who is to serve as a member of the initial board of directors is: **Dale B. Turner**, Rt. 10 Box 878 Lake City, Fl. 32025 and **Charyl N. Turner**, Rt. 10 Box 878, Lake City, Fl 32025.

ARTICLE VII

Each shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at market value thereof, a prorata portion of:

1. Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock or the corporation authorized by the articles of incorporation was originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash, labor done, personal property, or real property or leases thereof, or
2. Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock

On the death of any stockholder, the corporation shall have the right to purchase all shares owned by such stockholder immediately prior to his or her death on the terms set forth above.

ARTICLE VIII

A majority of the shares of the corporation, entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

ARTICLE IX

A majority of the directors shall constitute a quorum for a meeting of the directors.

If a quorum is present, the affirmative vote of a majority of the directors present, or if a director or directors have abstained from voting because of any interest in the matter to be voted upon, the affirmative vote of a majority of the directors present and voting, shall be the act of the board of directors.

ARTICLE X

The shareholder of this corporation shall not be entitled to remove without cause any director from office during his term.

ARTICLE XI

The directors of this corporation may take action by written consent, as provided by law.

ARTICLE XII

Dividends may be paid to shareholders, only out of the unreserved and unrestricted earned surplus of the corporation.

ARTICLE XIII

The corporation shall indemnify any officer or director, or any former officer of director, to the full extent permitted by law, if he or she acted in good faith or in a manner he or she reasonably believed to be in or not opposed to the best interest of the corporation, unless there is gross negligence or willful misconduct.

ARTICLE XIV

Shares of stock in this corporation shall not be transferred or sold until the sale or transfer has been reported to and approved by the board of directors, by unanimous approval.

ARTICLE XV

No stockholder shall have the right to sell, assign, pledge, encumber, transfer or otherwise dispose of any of the shares unless offered to the corporation at the net asset value thereof. Such offer shall be in writing, signed by the stockholder, shall be sent by registered or certified mail to the corporation at its principal place of business and shall remain open for acceptance by the corporation for a period of sixty (60) days from the date of mailing. If the corporation fails or refuses within such shares, the stockholder shall have the right to dispose of his or her shares as he or she may see fit.

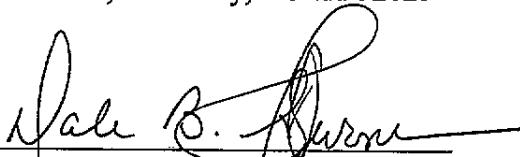
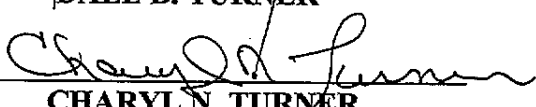
On the death of any stockholder, the corporation shall have the right to purchase all shares owned by such stockholder immediately prior to his or her death on the terms set forth above.

ARTICLE XVI

The power to adopt, alter, amend or repeal bylaws shall be vested in the stockholders exclusively.

ARTICLE XVII


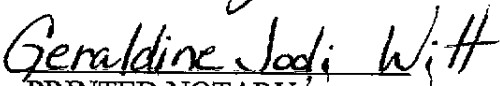
The name and address of each incorporator is: **Dale B. Turner**, Rt. 10 Box 878, Lake City, FL 32025 and **Charyl N. Turner**, Rt. 10 Box 878, Lake City, Florida 32025 this 15th day of September, 1998.


DALE B. TURNER

CHARYL N. TURNER

STATE OF FLORIDA
COUNTY OF COLUMBIA

I HEREBY CERTIFY that on this day, before, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared, **Dale B. Turner and Charyl N. Turner**, who are personally known to me or who has produced _____ as identification.

15th WITNESS my hand and official seal in the County and State last aforesaid this day of September, 1998.

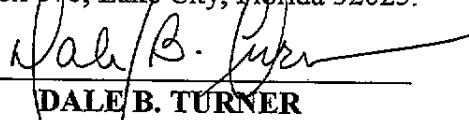

NOTARY PUBLIC

PRINTED NOTARY



Geraldine Jodi Witt
My Commission CC594839
Expires Oct. 21, 2000

ACCEPTANCE OF REGISTERED AGENT

I, **DALE B. TURNER**, accept the designation as registered agent for **D & C SUPERMARKETS, INC.**, as provided in the Articles of Incorporation, filed herewith. The initial registered agent's address shall be Rt. 10 Box 878, Lake City, Florida 32025.



DALE B. TURNER

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