

PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW

1-4-99

ARTICLES OF INCORPORATION

OF

L & V HARTLEY, INC.

FILED
98 DEC 31 AM 8:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of this corporation is L & V HARTLEY, INC. Its principal place of business is 3121 Venture Place, Suite 1, Jacksonville, Florida 32257.

ARTICLE II

NATURE OF BUSINESS

This corporation is organized for the purpose of operating a retail food establishment, all services related thereto, and all other lawful business permitted under the laws of the State of Florida or any other state and of the United States.

ARTICLE III

CAPITAL STOCK

This corporation is authorized to issue One Hundred Thousand (100,000) shares of common stock having a par value of One Cent (\$.01) per share, which shares shall be and hereby are designated as "Common Shares". Without action by the stockholders, any or all of the authorized shares may be issued by the corporation from

time to time for such consideration as may be fixed by the Board of Directors of this corporation.

ARTICLE IV

TERM OF EXISTENCE

The term for which this corporation shall exist shall be perpetual, commencing on the date of the filing of these Articles.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation in the State of Florida is 3121 Venture Place, Ste. 1, Jacksonville, Florida 32257 and the name of the initial registered agent of this corporation at that address is Kent H. Schmidt. The Board of Directors may, from time to time, change the registered agent or move the registered office to any other address in Florida.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have four (4) Directors initially. The number of Directors may be increased or diminished, from time to time, by amendment to the Bylaws, but in no event shall the number of Directors be reduced below one (1). The names and addresses of the initial Directors of this corporation are:

NAME

ADDRESS

Kent H. Schmidt

1003 Greenridge Road
Jacksonville, FL 32207

Cyndi C. Schmidt

1003 Greenridge Road
Jacksonville, FL 32207

James H. Efstathion

13201 Mandarin Road
Jacksonville, FL 32223

Cheryl T. Efstathion

13201 Mandarin Road
Jacksonville, FL 32223

ARTICLE VII

INCORPORATOR

The name and address of the Incorporator of this corporation
is:

NAME

ADDRESS

Kent H. Schmidt

1003 Greenridge Road
Jacksonville, FL 32207

ARTICLE VIII

BYLAWS

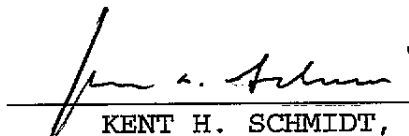
Both the shareholders and the Board of Directors may repeal,
amend or adopt Bylaws for the corporation, pursuant to these
Articles, except that the shareholders may prescribe in any Bylaws
made by them that such Bylaws shall not be altered, repealed or
amended by the Board of Directors.

ARTICLE IX

AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Both the shareholders and the Board of Directors may repeal, amend or adopt Bylaws for the corporation, pursuant to these Articles, except that the shareholders may prescribe in any Bylaws made by them that such Bylaw shall not be altered, repealed or amended by the Board of Directors.

IN WITNESS WHEREOF, the undersigned Incorporator, being a natural person competent to contract, has hereunto set his hand and affixed his seal this 11th day of December, 1998.

 (SEAL)
KENT H. SCHMIDT, Incorporator

STATE OF FLORIDA)
COUNTY OF DUVAL)

BEFORE ME personally appeared Kent H. Schmidt to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation of L & V Hartley, Inc. and he acknowledged before me that he signed such Articles of Incorporation for the uses and purposes therein set forth.

WITNESS my hand and official seal at

Jacksonville

Duval

County, Florida, this 17th ~~25th~~ day of

December, 1998.

Mary C. Strickland

Notary Public, State of Florida
at Large

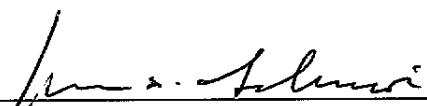
My Commission Expires: 3-23-99
(Notarial Seal)



CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF
REGISTERED AGENT OF
L & V HARTLEY, INC.

Pursuant to Sections 48.091 and 607.034, Florida Statutes, the undersigned, having been designated as the initial Registered Agent for the service of process within the State of Florida upon L & V Hartley, Inc., a corporation organized under the laws of the State of Florida, does hereby accept the appointment as such Registered Agent for the above-named corporation, and does hereby agree to comply with the provisions of Section 48.091(2) relative to keeping open the Registered Office of said corporation, which Registered Office is located at 3121 Venture Place, Jacksonville, Ste. 1, Florida 32257.

IN WITNESS WHEREOF, I, such designated Registered Agent, have hereunto set my hand and seal at Jacksonville, Duval County, Florida, on this 17th day of DECEMBER, 1998.


KENT H. SCHMIDT
Registered Agent

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