

CERTIFICATE OF INCUMBENCY

The undersigned, JOHN D. MERCER, Secretary of SUNSHINE-JR. STORES, INC., a Florida corporation, (the "Corporation"), hereby certifies that the persons named below have been duly elected to the offices shown and that said persons are currently serving in that capacity for the Corporation. The undersigned further certifies that the signatures shown below are the true signatures of all of the officers and directors of the Corporation.

Name PAUL W. MARTIN, JR., Chairman of  
the Board of  
Directors

signature

Name RON M. SHOUSE

President  
Director

signature

Name JOHN D. MERCER

Secretary  
~~Director~~

signature

The undersigned further certifies that pursuant to a meeting of the Board of Directors duly called, the Board Resolved as follows:

**RESOLVED**, that the Company be and hereby is authorized and directed to enter into and consummate the transaction to secure the property of the Company for the repayment of notes to be issued to the Class 7 Creditors--substantially set forth in the plan of reorganization (the "Plan") filed by the Company in its Chapter 11 bankruptcy case styled In re: Sunshine-Jr Stores, Inc. and filed as Case No. 92-16406-BKC-8B1, in the United States Bankruptcy Court in and for the Middle District of Florida (the "Bankruptcy Case"), which Plan was confirmed by said Court by its Order dated May 12, 1994 (the "Trust Indenture Transaction").

**RESOLVED**, that Paul W. Martin, Jr., Chairman of the Board, Ron M. Shouse, President and Treasurer, and John D. Mercer, Secretary of the Company hereby are authorized and empowered on behalf of the Company, and under its corporate seal, to execute and deliver the Trust Indenture (substantially in the form set forth in the Plan) agreements, notes, mortgages, deeds of trust, deeds to secure debt, assignments of leases and rents, security agreements, affidavits, agreements, documents, and other instruments as may be necessary or required by in connection with the Trust Indenture Transaction.

**RESOLVED**, that Paul W. Martin, Jr., Chairman of the Board, Ron M. Shouse, President and Treasurer, and John D. Mercer, Secretary of the Company are hereby authorized and empowered on behalf of the Company, and under its corporate seal, to execute and deliver to such other documents and to do any and all other acts necessary or appropriate to effectuate the purposes of these resolutions. All documents heretofore executed and acts heretofore done in connection with the Trust Indenture Transaction, or to effectuate the purposes of these resolutions, are hereby ratified and confirmed.

06/24/1994-20164  
02:01 PM CERTIFIED  
SHELBY COUNTY JUDGE OF PROBATE  
002 MCB 11.00

RESOLVED, that all of the foregoing documents mentioned in these resolutions are to be in such form and content as the foregoing named officer or officers of the Company executing them shall approve, which approval is to be conclusively evidenced by the execution thereof.

Executed this 22nd day of June, 1994.

Executed and delivered  
in the presence of:

SUNSHINE-JR. STORES, INC.,  
a Florida corporation

Deborah L. Long  
(please sign your name above and print it below)

DEBORAH L. LONG  
(In Georgia--Unofficial Witness)

Lois Kolkhorst  
(please sign your name above and print it below)

LOIS KOLKHORST  
(In Georgia--Notary Witness)

By:

John D. Mercer  
JOHN D. MERCER

Its: Secretary

(AFFIX CORPORATE SEAL)

Address: 109 West 5th Street  
Panama City, FL 32401

STATE OF FLORIDA

COUNTY OF BAY

I, the undersigned, a Notary Public in and for said State and County, hereby certify that JOHN D. MERCER, who executed the foregoing instrument, as the Secretary of Sunshine-Jr. Stores, Inc., a Florida corporation, personally appeared before me within my jurisdiction and acknowledged, that, being informed of the contents of said instrument, he, in his capacity as such officer and with full authority from the corporation, did execute the foregoing instrument on behalf of said corporation and as its act and deed. The said JOHN D. MERCER is personally known to me.

Lois Kolkhorst  
(please sign your name above and print it below)

(NOTARY SEAL)

LOIS KOLKHORST  
I AM A NOTARY PUBLIC IN AND FOR  
THE STATE OF FLORIDA

My commission expires:

Lois Kolkhorst

Notary Public - State of Florida

Commission Expires Jan. 30, 1995

Commission Number CC080172

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