

**ARTICLES OF INCORPORATION
OF**

CROWSON'S, INC.

The undersigned, for the purpose of forming a corporation under the Alabama Business Corporation Act, as amended, hereby adopt the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is Crowson's, Inc.

ARTICLE II. DURATION

The term of existence of the corporation is perpetual.

ARTICLE III. PURPOSE

The purposes for which the corporation is organized is to own and operate wholesale and retail grocery stores, and to own, lease, mortgage and operate real property of all kinds and varieties, and to transact any and all lawful business for which corporations may be incorporated under Section 10-2(a)-1 et seq. of the Code of Alabama, 1975 as amended.

ARTICLE IV. CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is Ten Thousand (10,000), all of which shall be common shares with par value of One Dollar (\$1.00) per share.

**ARTICLE V. LOCATION OF INITIAL REGISTERED OFFICE AND
NAME OF INITIAL REGISTERED AGENT**

The street address of the initial registered office shall be 1326 Second Avenue Southwest, Alabaster, Alabama 35007, and the name of the initial registered agent at such address shall be Paul Crowson.

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08:37 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
005 HCB 90.00

Inst # 1996-08312

James Burford

ARTICLE VI. DIRECTORS

The corporation shall operate with no less than three (3) directors. The name and address of the initial Board of Directors who shall serve until predecessors have been elected are as follows:

Paul Crowson	1326 Second Avenue Southwest Alabaster, Alabama 35007
Frederick H. Crowson	1326 Second Avenue Southwest Alabaster, Alabama 35007
Michael Eugene Crowson	1356 Second Avenue Southwest Alabaster, Alabama 35007

ARTICLE VII. INCORPORATORS

The name and address of the incorporators of the corporation is as follows:

Paul Crowson	1326 Second Avenue Southwest Alabaster, Alabama 35007
Frederick H. Crowson	1326 Second Avenue Southwest Alabaster, Alabama 35007
Michael Eugene Crowson	1356 Second Avenue Southwest Alabaster, Alabama 35007

ARTICLE VIII. ACTION BY STOCKHOLDERS OR DIRECTORS WITHOUT MEETING

Any action required or permitted to be taken at any meeting of the Board of Directors or of the stockholders, or any committee thereof, may be taken without a meeting, if a written consent thereto is signed by all members of the Board of Directors, or of the stockholders, or of the committee, if applicable, and if such written consent is filed with the minutes of proceedings of the Board of Directors, the stockholders, or the committee, whichever is applicable.

We, the undersigned, being the incorporators, have subscribed our name this 12 day of MARCH, 1996.


Paul Crowson


Frederick H. Crowson


Michael Eugene Crowson

STATE OF ALABAMA)

COUNTY OF JEFFERSON)

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that PAUL CROWSON, FREDERICK H. CROWSON and MICHAEL EUGENE CROWSON, whose names as Incorporators of CROWSON'S, INC., a corporation, are signed to the foregoing Articles of Incorporation, and who are known to me, acknowledged before me on this day that, being informed of the contents of said instrument, they, as such Incorporators and with full authority, executed the same voluntarily for and as the act of said corporation on the day the same bears date.

Given under my hand and seal this 12 day of MARCH, 1996.


Notary Public

My Commission Expires: 3-1-98

This Instrument Prepared By:
James F. Burford, III
Attorney at Law
100 Vestavia Office Park
Suite 200-A
Birmingham, Alabama 35216

STATE OF ALABAMA

I, Jim Bennett, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that pursuant to the provisions of Section 10-2B-4.02, Code of Alabama 1975, and upon an examination of the corporation records on file in this office, the following corporate name is reserved as available:

Crowson's Inc.
Crowson, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Paul Crowson, 1326 Second Ave SW, Alabaster, AL 35007 for a period of one hundred twenty days beginning January 16, 1996 and expiring May 16, 1996.



In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

January 16, 1996

Date

Jim Bennett

Jim Bennett

Secretary of State

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