

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

PO0000065549

W Food Mart, Inc.

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-07/07/00--01064--021
*****78.75 *****78.75

- Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- Cert. Copy _____
- _____ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

FILED
00 JUL -7 PM 1:29
SECRETARY OF STATE
TALLAHASSEE FLORIDA

RECEIVED
00 JUL -7 PM 12:04
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE FLORIDA

Signature _____

Requested by: NS

7/7

10:48

Name

Date

Time

Walk-In _____

Will Pick Up _____

T. Burch

JUL 7 - 2000

ARTICLES OF INCORPORATION

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

Name of Corporation

The name of this corporation shall be: 66 FOOD MART, INC.

ARTICLE II

Nature of Business

The general nature of the business to be transacted by this corporation isto import, purchase, sell, distribute, market or develop products for sale in the wholesale or retail markets, including specialty import products, fuel, real estate, food, novelties, as well as any other activities of business permitted under the laws of the United States and the State of Florida.

ARTICLE III

Capital Stock

The maximum number of shares the corporation is authorized to have outstanding at any one time is: 10,000 shares of No Par value all of which shall have the same rights and privileges.

ARTICLE IV

Initial Capital

The amount of capital with which this corporation will begin business is not less than Five Hundred (\$500.00) Dollars.

ARTICLE V

Term of Existence

This corporation is to exist perpetually.

FILED
00 JUL -7 PM 1:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI

Principal Place of Business

The initial street address in this state of the principal office of this corporation is: 901 N. Hercules Ave., Ste. D., Clearwater, FL 33765. The corporation may from time to time move the principal office to any other address in Florida, and may establish branch offices at such other places within or without the State of Florida as may be determined and deemed expedient.

ARTICLE VII

Directors

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the initial director of this corporation is:

Ahmed (Jeff) Rafiq
220 Main St.
Beacon, NY 12508

ARTICLE VIII

Incorporator

The name and address of the person signing these Articles of Incorporation is: Ahmed (Jeff) Rafiq, 220 Main St., Beacon, NY 12508.

ARTICLE IX

Designation of Registered Agent

The initial designation of the Registered Office of this corporation shall be 901 N. Hercules Ave., Ste. D, Clearwater, Florida 33765, and the Registered Agent shall be George G. Pappas, Esq. to accept service of process within this State until changed according to law.

ARTICLE X

Amendment

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the stockholders by a majority of the stock entitled to vote thereon.

ARTICLE XI

Commencement of Corporate Existence

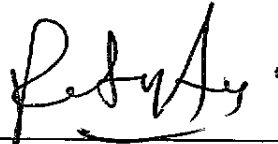
The date that corporate existence shall begin shall be the date of the filing of these Articles of Incorporation with the State of Florida.

ARTICLE XII

Pre-Emptive Rights

The shareholders of this Corporation shall be entitled to purchase ratably according to their respective holdings, any shares of the Corporation hereinafter issued or any securities exchangeable for or convertible into such shares or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares, but in either case only at such prices and during such period or periods and upon such terms and conditions as may be determined from time to time by the shareholders.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this ____ day of July, 2000.

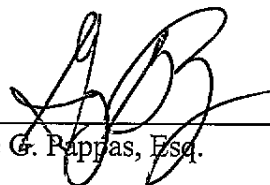


Ahmed Rafiq

ACCEPTANCE BY REGISTERED AGENT

George G. Pappas, Esq. does hereby accept the designation of Registered Agent and states that he is familiar with, and accepts, the obligations provided for in 607.325, Florida Statutes.

DATED this __ day of July, 2000.



George G. Pappas, Esq.