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FILED
00 SEP 25 PM 1:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Of Counsel:
Michael A. Lampert*
(Board Certified Tax Lawyer)
Esther A. Zaretsky**
Jeffrey L. Peters***
*Also Admitted in Pennsylvania
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September 22, 2000

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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-09/26/00--01020--005
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Dear Sir or Madam:

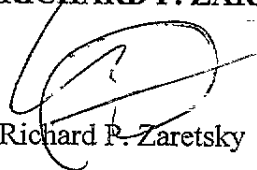
Re: **C & M OF PALM BEACH, INC.**

Enclosed please find two (2) original Articles of Incorporation for the above-named corporation along with our check #4480 in the amount of \$78.50 as the filing fee. Please return a certified original to our office in the self-addressed, stamped envelope provided.

Should you have any questions, please do not hesitate to call.

Very truly yours,

RICHARD P. ZARETSKY, P.A.


Richard P. Zaretsky

RPZ/
enclosures

Richard Zaretsky GAVE
AUTHORIZATION BY PHONE TO
CORRECT Art. 1
DATE 9/22/00
DOC. EXAM D. Brown

D. BROWN SEP 27 2000

ARTICLES OF INCORPORATION OF
C & M OF PALM BEACH, INC.

FILED
00 SEP 25 PM 1:30
CLERK OF DISTRICT COURT
PALM BEACH, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE ONE

The name of the Corporation is **C & M OF PALM BEACH, INC.**

ARTICLE TWO

The duration of the Corporation is perpetual.

ARTICLE THREE

The general purpose for which the Corporation is organized is the acquisition, ownership, and management of food wholesaling, distributing, retailing, and related and unrelated businesses, and all other purposes authorized by statute.

ARTICLE FOUR

1. The aggregate number of shares which the Corporation is authorized to issue is ten thousand five hundred (10,000). Such shares shall be of a single class, and shall have a par value of one dollar.

2. To preferences, limitations or relative rights, other than those provided by law, shall exist in respect of any of the shares of the Corporation or any of the holders thereof.

ARTICLE FIVE

The street address of the initial registered office of the Corporation is 1655 Palm Beach Lakes Blvd., Suite 900, West Palm Beach, Florida 33401. The name of its initial registered agent at such address is Richard P. Zaretsky.

ARTICLE SIX

The street address of the corporation's principal office is:

220 Amesbury Court
Wellington, Florida, 33414

ARTICLE SEVEN

The number of directors constituting the initial Board of Directors of the Corporation is no less than one and no more than four directors. The names and addresses of each person who is to serve as a member of the initial Board of Directors is:

Elvis Cedano, 119 Harding Ave., Morristown, New Jersey, 08057.

Nicky Cedano, 119 Harding Ave., Morristown, New Jersey, 08057.

Michael Melendez, 2210 Amesbury Court, Wellington, Florida, 33414.

Dismery Rodriguez, 2210 Amesbury Court, Wellington, Florida, 33414.

ARTICLE EIGHT

The name and address of each incorporator is:

Richard P. Zaretsky	1655 Palm Beach Lakes Blvd. Suite 900 West Palm Beach, FL 33401
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EXECUTED by the undersigned at West Palm Beach, Florida this 22nd day of September 2000.




RICHARD P. ZARETSKY, Incorporator

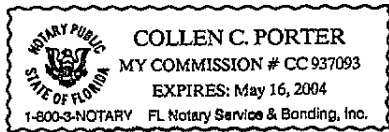
State of Florida)
County of Palm Beach)

BEFORE ME, the undersigned authority, personally appeared Richard P. Zaretsky, who after being first duly sworn, acknowledged that he executed the foregoing C & M, Inc., a Florida corporation, for the purposes herein expressed.

Witness my hand and official seal at the State and County aforesaid, this 22nd day of September, 2000.



NOTARY PUBLIC, State of Florida at Large

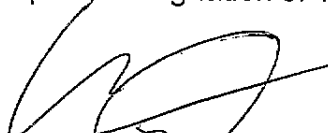


COLLEEN C. PORTER
PRINT NAME

My commission expires: 5/16/2004

ACCEPTANCE OF DESIGNATION

I, RICHARD P. ZARETSKY, hereby accept the designation of registered agent for C & M OF PALM BEACH, INC.



Registered Agent

FILED
00 SEP 25 PM 1:30
TALLAHASSEE, FLORIDA