

P95000046582

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 95 JUN 15 PM 1:42

AB 6/15/95

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE _____	_____	_____	_____
TIME _____	_____	_____	CK No. _____
BY <i>RJA</i>	_____	_____	_____

WALK-IN Will Pick Up *6:15 12pm*

RE: LA Playa Fresh Producers
Market Corp.

	C.C. FEE.	DISBURSED
<input type="checkbox"/> Capital Express™	_____	_____
<input checked="" type="checkbox"/> Art. of Inc. File	_____	_____
<input type="checkbox"/> Corp. Record Search	_____	_____
<input type="checkbox"/> Ltd. Partnership File	_____	_____
<input type="checkbox"/> Foreign Corp. File	_____	_____
<input checked="" type="checkbox"/> () Cert. Copy(s)	_____	_____
<input type="checkbox"/> Art. of Amend. File	_____	_____
<input type="checkbox"/> Dissolution/Withdrawal	_____	_____
C U S- <i>100991513861</i>	<i>-06215295-01020-086</i>	_____
<input type="checkbox"/> Fictitious Name File	<i>****122.50</i>	<i>****122.50</i>
<input type="checkbox"/> Name Reservation	_____	_____
<input type="checkbox"/> Annual Report/Reinstatement	_____	_____
<input type="checkbox"/> Reg. Agent Service	_____	_____
<input type="checkbox"/> Document Filing	_____	_____
<input type="checkbox"/> Corporate Kit	_____	_____
<input type="checkbox"/> Vehicle Search	_____	_____
<input type="checkbox"/> Driving Record	_____	_____
<input type="checkbox"/> Document Retrieval	_____	_____
<input type="checkbox"/> UCC 1 or 3 File	_____	_____
<input type="checkbox"/> UCC 11 Search	_____	_____
<input type="checkbox"/> UCC 11 Retrieval	_____	_____
<input type="checkbox"/> File No.'s _____ Copies	_____	_____
<input type="checkbox"/> Courier Service	_____	_____
<input type="checkbox"/> Shipping/Handling	_____	_____
<input type="checkbox"/> Phone () _____	_____	_____
<input type="checkbox"/> Top Priority	_____	_____
<input type="checkbox"/> Express Mail Prep.	_____	_____
<input type="checkbox"/> FAX () _____ pgs.	_____	_____
SUBTOTALS	_____	_____

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____
	\$ _____

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 JUN 15 PM 1:42

ARTICLES OF INCORPORATION

OR

LA PLAYA FRESH PRODUCES MARKET, CORP.

The undersigned subscriber to these Articles of Incorporation make, subscribe and acknowledge the following Articles of Incorporation under the laws of the State of Florida.

ARTICLE I - NAME OF CORPORATION

The name of the corporation shall be: LA PLAYA FRESH PRODUCES MARKET, CORP.

ARTICLE II - TERM OF EXISTENCE

The corporation shall begin its corporate existence as of the filing of these Articles of Incorporation and shall exist perpetually.

ARTICLE III - GENERAL PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business for corporations organized under the Business Corporation Act of the State of Florida.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the corporation shall have authority to issue shall be 7,500 shares of common stock with a par value of \$1.00 per share.

ARTICLE V - PRINCIPAL OFFICE

The principal place of business of the corporation shall be:

1924 North Goldenrod Road, Orlando, Florida
32833.

The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The initial registered agent of the corporation shall be Carmen Ramos, at the registered address of 1924 North Goldenrod Road, Orlando, Florida 32833.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

A. The initial number of directors of the corporation shall be two (2).

B. The number of Directors of the corporation may be increased or decreased from time to time pursuant to the By-Laws adopted by the shareholders, but shall never be less than the minimum number of directors required by applicable law.

C. The name and address of the initial members of the Board of Directors, who shall hold office until their successors are duly elected and qualified, are:

Carmen Ramos	2060 Crosshair Circle Orlando, Florida 32837
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Dennis J. Ramos	2060 Crosshair Circle Orlando, Florida 32837
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ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is CARMEN RAMOS, 2060 Crosshair Circle, Orlando, Florida 32837..

ARTICLE IX - AMENDMENT TO ARTICLES

These Articles of Incorporation may be amended in any manner permitted by law.

ARTICLE X - RESTRICTIONS ON TRANSFER OF STOCK

Shares held by shareholders may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders and to the Corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified and set forth in the By-laws.

IN WITNESS WHEREOF, the subscriber affixed his

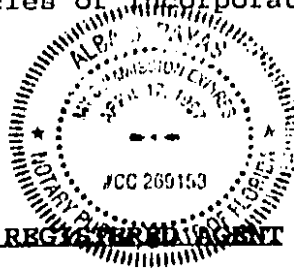
signature this 14th day of June, 1995.

Carmen Ramos
CARMEN RAMOS

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing Articles of Incorporation were acknowledged before me this 14th day of June, 1995, by DWIGHT KLEINE, who have produced his Drivers' License as identification and who did not take an oath and who executed the foregoing Articles of Incorporation.

Alba B. Payas
Alba B. Payas
Notary Public
My Commission expires
April 17, 1997



ACCEPTANCE BY REGISTERED AGENT

The undersigned, CARMEN RAMOS, as registered agent appointed in accordance with the foregoing Articles of Incorporation, does hereby accept such appointment, and does hereby state that he is familiar with and accepts the obligations imposed pursuant to Florida Statutes 607.325 of the Florida Professional Service Corporation Act.

Carmen Ramos
CARMEN RAMOS

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DIVISION OF CORPORATIONS
95 JUN 15 PM 1:42

P95000046582

E. SOLANO & ASSOCIATES
P.O. BOX 574042 • OHLANDT, FLORIDA 32087-4042

City/State/Zip Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- Walk in Pick up time _____ Certified Copy
 Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input checked="" type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

900002069869--3
-01/28/97--01055--011
*****35.00 *****35.00

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
97 JAN 27 PM 1:23
ALL OTHERS TO BE FILED

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JAN 27 PM 1:23

ARTICLES OF DISSOLUTION
LA PLAYA FRESH PRODUCE MARKET, INC.
P95000046582
FEIN 59-3321325

La Playa Fresh Produce Market, Inc., by and through its president and secretary, hereby files these, its Articles of Dissolution and states:

1. The name of the corporation is La Playa Fresh Produce Market, Inc..

2. The names and respective addresses of its officers are as follows: Carmen Ramos 1920-24 Goldenrod Rd., Orlando, FL 32817

3. The names and respective addresses of its directors are as follows: Carmen Ramos 1920-24 Goldenrod Rd., Orlando, FL 32817

4. All liabilities and obligations of the corporation have been paid, or discharged, or adequate provision for payment of same has been made by the directors and shareholders of the corporation.

5. All property and assets of the corporation have been distributed among the shareholders in accordance with their respective rights and interest after payment or making provisions for payment of liabilities and obligations of the corporation.

6. There are no actions pending against the corporation in any court that adequate provision for payment thereof has not been made for the satisfaction of any potential judgment, order, or decree which may be entered against the corporation.

7. The corporation elected to dissolve by act of the corporation, a copy of the resolutions to dissolve and statement that such resolution was adopted by the shareholders of the corporation on the 30th. day of August, 1996 is attached.

Dated this 24th. day of January 1997.


La Playa Fresh Produce Market, Inc..

By: Carmen Ramos
Carmen Ramos, as president

State of Florida:
County of Orange:

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, personally appeared Carmen Ramos to me known to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 24th. day of January 1997.


Notary Public



PAUL SOLANO
My Commission Expires
JANUARY 17, 1999
BONDED BY SERVICE INC.
NO. CC404817

To He Know

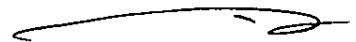
SHAREHOLDERS CONSENT TO DISSOLUTION OF CORPORATION

The undersigned, Carmen Ramos, represents that she is the sole shareholder of the outstanding stock of La Playa Fresh Produce Market, Inc., by consent to the dissolution of the corporation by the filing of Articles of Dissolution with the Secretary of State, State of Florida.

Further, as the sole shareholder of the outstanding stock of the corporation, she does hereby direct the directors to implement a resolution of dissolution of the corporation.

Dated this 24th. day of January 1997.


Carmen Ramos, shareholder



DIRECTORS
IMPLEMENTATION OF RESOLUTION OF
DISSOLUTION

WHEREAS, the shareholders of La Playa Fresh Produce Market, Inc., adopted a resolution of dissolution on the 30th day of August, 1996 electing to dissolve the Corporation and authorizing the Directors to dissolve and liquidate the said Corporation due to the destruction of the business by fire on the 10th day of August 1996; now, therefore, be it:

1. RESOLVED, that as the President of La Playa Fresh Produce Market, Inc. is authorized to take all actions necessary to wind up the affairs of the corporation, including the lease, sale, conveyance, or assignment of any or all of the Corporation's assets, and to execute any documents or instruments necessary and incident thereto;

2. RESOLVED FURTHER, that the President of La Playa Fresh Produce Market, Inc., is authorized and directed to distribute the assets of the Corporation in accordance with the terms and on the conditions set forth in a plan of liquidation previously adopted by the Board of Directors and the resolution of Directors for Distribution of Assets, in kind, adopted the 30th. day of August 1996;

3. RESOLVED FURTHER, that the President of La Playa Fresh Produce Market, Inc., is authorized and required to execute all documents, instruments, reports, tax returns, certificates, and affidavits required by federal, state, or local government in connection with or by reason of the liquidation and dissolution of the Corporation or on behalf of the Corporation, including the Internal Revenue Service.

4. RESOLVED FURTHER, that the President of La Playa Fresh Produce Market, Inc. is authorized and required to file all documents required by law to be filed in order to effect the dissolution of the Corporation.

The undersigned, being all of the Directors of La Playa Fresh Produce Market, Inc., authorize, by their signatures below, the above resolution.

IN WITNESS WHEREOF, the undersigned have hereunto signed their names.

Executed effective as of the 24th. day of January, 1997, at Orlando, Florida.


Director

