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TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: PACK SUPERMARKET, INC
(Proposed corporate name - must include suffix)

000002023700--4
-12/09/96--01047--010
****122.50 ****122.50

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

FROM: JOEL LUBIN
Name (printed or typed)

198 NW 79th Street
Address

MIAMI, FL 33150
City, State & Zip

(305) 759-8100
Daytime Telephone number

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 DEC -9 PM 12: 18

FILED

NOTE: Please provide the original and one copy of the articles.

See 12/11

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF
PACK SUPERMARKET, INC.

ARTICLE I- NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the corporation is PACK SUPERMARKET, INC. and its principal place of business is located at 8235 N.E. 2nd Ave, MIAMI, FL 33138 and the mailing address of this Corporation shall be 211 N.E 43rd ST, Miami, FL 33137

ARTICLE II - DURATION

This Corporation shall commence its existence upon receipt of these articles by the Secretary of State and shall have perpetual existence.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of transacting in any and all lawful business permitted by the United States of America and The State of Florida.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue Five Hundred (500) shares of common stock of one class with a par value of one dollar (\$ 1.00) per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation shall be located at 211 N.E 43rd Street , Miami,

Florida 33137 and the initial registered agent of this corporation at such office shall be Celimene Alpozile, who, upon accepting this designation, agrees to comply with the provisions of section 48.091, Fla. Sta. with respect to keeping an office for service of process.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The initial Board of directors consist as follows :

Kernisan Filiasse - President

Presently resident of : 16221 N.E. 10th Ave

N. Miami, Florida 33162

Celimene Alpozile - Vice-President

Presently resident of : 211 N.E 43rd Street

Miami, Fl 33137

Paulette Phillas - Secretary

Presently resident of : 211 N.E 43rd Street

Miami, Fl 33137

Clemence Alpozile - Treasurer

Presently resident of : 211 N.E 43rd Street

Miami, Fl 33137

The number of directors may be increased or diminished from time to time by the bylaws but shall never be less than one.

ARTICLE VII - INCORPORATOR

The name and street address of the incorporator of this Corporation is :

Joel Lubin

198 NW 79th Street

Miami, Florida 33150

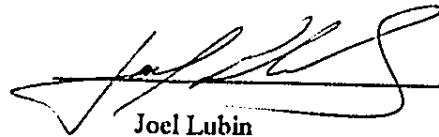
ARTICLE VIII - INDEMNIFICATION

This Corporation shall indemnify any officer or director to the full extent permitted by the law.

ARTICLE IX - AMENDMENTS

This Corporation reserves the rights to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the holder is subject to this reservation.

N WITNESS WHEREOF, the undersigned incorporator has executed these articles of Incorporation this 4th day of December, 1996



Joel Lubin

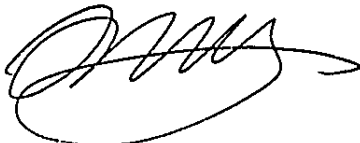
STATE OF FLORIDA)

COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appears Joel Lubin, to me well known and who has produced as identification his Florida drivers license # L150-420-48-254-0 and is the individual described therein and who, as Incorporator, executed the foregoing Articles of Incorporation of Pack Supermarket, Inc. and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS MY HAND and official seal at Miami, Dade County, Florida this ----
~~44th~~ day of September, 1996

MY COMMISSION EXPIRES :



ANGUS NORMAN MURRAY
COMMISSION # 431177
EXPIRES JAN 3, 1999

**CERTIFICATE DESIGNING REGISTERED AGENT
AND STREET ADDRESS FOR SERVICE OF PROCESS WITHIN FLORIDA**

Pursuant to Florida Statutes, PACK SUPERMARKET, INC. desiring to organize under the laws of the State of Florida, hereby designates CELIMENE ALPAZILE 211 N.E 43rd Street Miami, Florida 33138, as its Registered Agent to accept service of process within the State of Florida.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for PACK SUPERMARKET, INC. at the place designated in the Articles of Incorporation, CELIMENE ALPAZILE agrees to act in this capacity and agrees to comply with the provisions of Florida Statutes.

Date 12/4/96

Celimene Alpazile

Celimene Alpazile

SWORN TO AND SUBSCRIBED before me this 4th day of December, 1996

AMM

Notary Public, State of Florida



ANGUS NORMAN MURRAY
COMMISSION # 431177
EXPIRES JAN 3, 1999