

P98000054852

8860 SW 150th Street
Miami, FL 33176
15 June 1998

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

700002563017-2
-06/17/98-01074-007
****122.50 ****122.50

Re: Incorporation of Florida Tops, Inc.

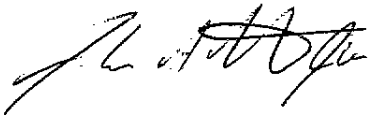
Gentlemen:

Enclosed are two original copies of the Articles of Incorporation for Florida Tops, Inc., and my check for the \$122.50 filing fee.

I would appreciate your using the prepaid overnight mailer to return a set of the approved articles and certificate to me.

Thank you for your soonest attention.

Sincerely yours,



John Mangialetto, Jr.

Encl.: My check for \$122.50
Two copies of articles of incorporation
Prepaid postal overnight mailer

FILED
98 JUN 17 AM 9:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Me-19-98

ARTICLES OF INCORPORATION

OF

FLORIDA TOPS, INC.

The undersigned subscriber to these articles of incorporation, being a natural person to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of this Corporation shall be FLORIDA TOPS, INC., and its principal place of business and mailing address is

8860 SW 150TH Street, Miami, FL 33176

ARTICLE II - DURATION

This corporation shall exist perpetually.

ARTICLE III - NATURE OF CORPORATE BUSINESS

The Corporation may engage in any activity or business permitted, under the laws of the United States and under the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue a maximum of One Thousand (1,000) shares of stock. The shares of stock authorized shall be common stock having a par value of One (1) Dollar per share. The consideration to be paid for each of stock shall be fixed by the Board of Directors.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V - CAPITAL

The minimum amount of capital with which the corporation shall begin business is \$500.

ARTICLE VI. INITIAL REGISTERED AGENT AND OFFICE

The Corporation's initial Registered Agent and Registered Office in the State of Florida shall be:

John Mangialetto, Jr.
8860 SW 150th Street
Miami, FL 33176

ARTICLE VII - INITIAL DIRECTORS

The name and post office address of each member of the initial Board of Directors is:

John Mangialetto, Jr.
8860 SW 150th Street
Miami, FL 33176

ARTICLE VIII - PREEMPTIVE RIGHTS

Every shareholder, upon the issuance or sale of either new or treasury stock for cash, property, services, in payment of corporate debts or otherwise, shall have the right to purchase his or her proportionate share thereof.

ARTICLE IX - INCORPORATOR

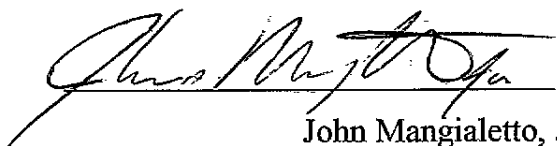
The name and post office address of each incorporator executing these Articles of Incorporation is as follows:

John Mangialetto, Jr.
8860 SW 150th Street
Miami, FL 33176

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

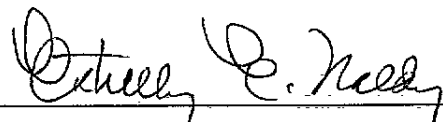
THE UNDERSIGNED INCORPORATOR, for the purpose of forming a Corporation to do business in the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein states are true.


John Mangialetto, Jr.

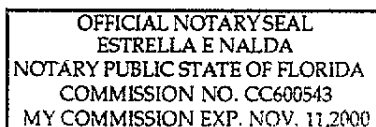
STATE OF FLORIDA)
) SS
COUNTY OF DADE)

BE IT REMEMBERED that on this day, before me, a Notary Public duly authorized in the state and county named above to take acknowledgments, personally appeared,
to me known to be the person described as the Incorporator in the foregoing Articles of Incorporation, and she acknowledged to me that she executed said Articles of Incorporation.

WITNESS my hand and official seal at Dade County and State above written this 16 th day of June 1998.



Notary Public, State of Florida at Large
My commission expires

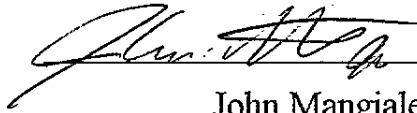


CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING THE AGENT UPON
WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 488.091, Florida Statutes, the following is submitted, in compliance with the said act:

First – FLORIDA TOPS, INC. desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation in the City of Miami, Florida, County of Dade, State of Florida, has named John Mangialetto, Jr. of 8860 SW 150th Street, Miami, FL 33176, as its agent to accept service of process within this State.

The undersigned hereby accepts the foregoing designation as initial Registered Agent and agrees to comply with the provisions of law applicable to said designation. Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.



John Mangialetto, Jr.

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TALLAHASSEE, FLORIDA