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COVER LETTER FOR ARTICLES OF INCORPORATION

FOR

454 W. Main Street Food Mart INC.

Shamim M. Ali
790 East Bay Drive
Largo, Florida 33770

July 26, 1999

Honorable Katherine Harris
Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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Dear Ms. Harris:

Enclosed you will find two copies of the Articles of Incorporation for 454 W. Main Street Food Mart, Inc. In addition, you will find a check for $78.75 (seventy-eight dollars and seventy-five cents) to cover filing fees for the basic fee and a certificate of status.

The return address for acknowledgment of acceptance of these Articles is at the office of the Incorporator: Shamim M. Ali
790 East Bay Drive
Largo, FL 33770
(727) 638-9038

If there are any questions, additional information, or requirements needed for filing, please contact Shamim M. Ali.

Respectfully,

Shamim M. Ali

FILED
99 JUL 27 AM 10:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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RECEIVED

K. Rolfe JUL 27 1999

ARTICLES OF INCORPORATION

OF

454 W. Main Street Food Mart, INC.

FILED
99 JUL 27 AM 10:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statues.

ARTICLE 1 - NAME

The name of the Corporation is 454 W. Main Street Food Mart, (hereafter, Corporation). INC.

ARTICLE 2 - PURPOSE OF CORPORATION

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

ARTICLE 3 - PRINCIPAL OFFICE

The address of the principal office of this corporation is 454 W. Main Street, Apopka, Florida 32712 and the mailing address is the same.

ARTICLE 4 - INCORPORATOR

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

Shamim M. Ali
790 East Bay Drive
Largo, Florida 33770

ARTICLES 5 - OFFICERS

The Officers of the Corporation shall be:

President	Shamim M. Ali
Vice-President	NONE
Secretary	NONE
Treasurer	NONE

The addresses of the officers shall be the same as the principal office of the Corporation.

ARTICLE 6 - DIRECTORS

The initial director(s) of the Corporation shall be:

Shamim A. Ali
790 East Bay Drive
Largo, FL 33770

ARTICLE 7 - CORPORATE CAPITALIZATION

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is One Hundred **(100)** shares of common stock, each share having the par value of ONE **DOLLAR ($1.00).**

7.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase and additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Directors(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Directors(s) may deem advisable, subject to such restrictions or limitations, if any as may be set forth in the bylaws of the Corporation.

7.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions, or other rights, voting powers, restrictions, limitations as to dividends.

ARTICLE 8 - SHAREHOLDERS' RESTRICTIVE AGREEMENT

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of

the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

ARTICLE 9 - POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 10- TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE 11 - REGISTERED OWNER (S)

The corporation shall be empowered to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE 12 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Corporation is located at 790 East Bay Drive, Largo, Florida 33770. The name and address of the registered agent of this Corporation is Shamim M. Ali located at 790 East Bay Drive, Largo, Florida 33770.

ARTICLE 13 - BYLAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Director equal to a majority of the number who would constitute a full Board of Director(s) at the time such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE 14 - EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 15 - INDEMNIFICATION

The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Corporation against attorney fees and expenses incurred by the director or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by the Board of Director(s), that indemnification of the director, officer, employee or agent, as the case may be, is permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set forth by the Board of Director(s). The indemnification and advancement of attorney fees and expenses for directors, officers, employees, and agents of the Corporation shall apply when such persons are serving at the Corporation's request while a director, officer, employee or agent of the Corporation, as the case may be, as a director, partner, trustee, employee, agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Corporation. The Corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law. All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a director, officer, employee or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other matter. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees and expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "director", "officer", "employee" and "agent" shall include heirs, estates, executors, administrators and personal representatives of such persons.

ARTICLE 16 - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statue of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 26th day of July, 1999.

Shamim M. Ali, Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

Shamim M. Ali, having a business office identical with the registered office of the Corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statues.

Shamim M. Ali

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99 JUL 27 AM 10:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA