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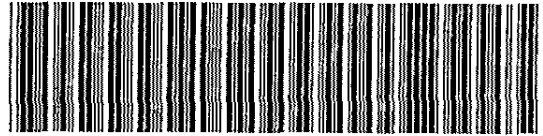
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
05 FEB 15 PM 1:55



Since 1937

Legal Department

5800 NW 74th Avenue
Miami, Florida 33166

Telephone 305 471-5141
Fax 305 592-4712

February 14, 2005

Via DHL Overnight Delivery

Florida Department of State
Divisions of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Farm Stores, Inc.

Gentlemen/Ladies:

Enclosed is an original and one copy of *Articles of Incorporation of Farm Stores, Inc.* together with a check in the amount of \$87.50 for the incorporation fee and the Certificate of Status. Please date-stamp the additional copy and return it to my attention.

Should you have any questions, do not hesitate to contact me at your convenience at extension 2210.

Sincerely,
Farm Stores®



Juan Diaz
Sr. Vice President/General Counsel

Enclosures

**ARTICLES OF INCORPORATION
OF
FARM STORES, INC.,
A FLORIDA CORPORATION**

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DIVISION OF CORPORATIONS

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The undersigned acting as Incorporator of a Florida corporation ("Corporation"), under the Florida General Corporation Act, Chapter 607 of the Florida Statutes, hereby causes to be delivered the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the corporation shall be **Farms Stores, Inc.**

ARTICLE II

ADDRESS

The address of the principal office of this corporation shall be 5800 Northwest 74th Avenue, Miami, Florida 33166, and the mailing address shall be the same.

ARTICLE III

COMMENCEMENT OF CORPORATE EXISTENCE

The corporate existence shall begin on the date these Articles of Incorporation are filed with the Department of State.

ARTICLE IV

NATURE OF BUSINESS

This corporation may engage or transact in any and all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE V

CAPITAL STOCK

The Corporation is authorized to issue One Thousand (1,000) shares of Common Stock having a par value of One Cent (\$0.01) per share.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation shall be 5800 Northwest 74th Avenue, Miami, Florida 33166, and the name of the initial Registered Agent of the Corporation at that address is Juan Diaz, Esquire.

ARTICLE VII

TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

The Corporation shall initially have three (3) directors to hold office until the first annual meeting of shareholders and his successors shall have been duly elected and qualified, or until his earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation. The name and street address of the initial member of the initial director of the Corporation is:

<u>Name</u>	<u>Address</u>
Jose P. Bared	5800 Northwest 74 th Avenue Miami, Florida 33166
Carlos E. Bared	5800 Northwest 74 th Avenue Miami, Florida 33166

Articles of Incorporation - Farm Stores, Inc.

Maurice Bared

5800 Northwest 74th Avenue
Miami, Florida 33166

ARTICLE IX

INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is Juan Diaz, Esquire, 5800 Northwest 74th Avenue, Miami, Florida 33166.

ARTICLE X

AMENDMENTS

The power to amend these Articles of Incorporation in accordance with law is reserved to the shareholders.

ARTICLE XI

INDEMNIFICATION

To the fullest extent permitted by applicable law, a director of the Corporation shall not be liable to the Corporation or its shareholders for monetary damages for an act or omission in the director's capacity as a director, except that this Article X does not eliminate or limit the liability of a director of the Corporation to the extent the director is found liable for: (i) for any breach of the director's duty of loyalty to the Corporation or its shareholders; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law; (iii) under Section 607.0834 of the Florida Statutes, as the same may be amended; or (iv) for any transaction from which the director derived an improper personal benefit. All references in Article X to a "director" shall also be deemed to refer (x) to a member of the governing body of the Corporation which is not authorized to issue capital stock, and (y) to such other person or persons, if any, who, pursuant to a provision of the articles of incorporation in accordance with

Farm Stores

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Articles of Incorporation - Farm Stores, Inc.

Section 607.0801 of the Florida Statutes, as the same may be amended, exercise or perform any of the powers or duties otherwise conferred or imposed upon the board of directors by this Florida Statutes, as the same may be amended. Any repeal or amendment of this Article by the shareholders of the Corporation shall be prospective only and shall not adversely affect any limitation on the personal liability of a director of the Corporation arising from an act or omission occurring prior to the time of such repeal or amendment. In addition to the circumstances in which a director of the Corporation is not personally liable as set forth in the foregoing provisions of this Article X, a director shall not be liable to the Corporation or its shareholders to such further extent as permitted by any law hereafter enacted, including without limitation any subsequent amendment to the Florida Statutes.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 11th day of February 2005.

By: _____

Juan Diaz, Esquire
Incorporator

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

The foregoing Articles of Incorporation of Farm Stores, Inc. were acknowledged before me on this the 11th day of February 2005, by Juan Diaz, Esq. as Incorporator.



Azalia Palmer
My Commission DD218867
Expires August 25, 2007

NOTARY PUBLIC, State of Florida
at Large

My Commission Expires:

Farm Stores

Articles of Incorporation - Farm Stores, Inc.

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Acceptance of Registered Agent

I hereby accept the appointment as the initial Registered Agent of **Farm Stores, Inc.**, as made in the foregoing Articles of Incorporation, and agree to act in such capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as the initial Registered Agent of Farm Stores, Inc.

Dated this 11th day of February 2005.

By: 

Juan Diaz, Esquire

Initial Registered Agent