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Florida Department of State
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To:
Division of Corporations
Fax Number : (850) 922-4001

From:
Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
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FLORIDA PROFIT CORPORATION OR P.A.

JUTICALPA GROCERY CAFETERIA CORP.

Certificate of Status	0
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ARTICLES OF INCORPORATION

OF

JUTICALPA GROCERY CAFETERIA
CORP.

We, the undersigned subscribers to these Articles of Incorporation, natural persons and competent to contract, hereby form a corporation under the Laws of the State of Florida.

ARTICLE I

Name of Corporation

The name of the corporation shall be : JUTICALPA GROCERY
CAFETERIA CORP.

ARTICLE II

Nature of Business

The general nature of business to be transacted by this corporation is shipping services and any other activities or business permitted under the Laws of the United States and the State of Florida. To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services, of every class, kind and description except that it is not to conduct a banking safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone, or cemetery company, a building and loan association, mutual fire insurance association, fraternal benefit society, state fair or exposition.

To conduct business in, have one or more offices in and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida, and in other states and countries.

Janet Vasallo Public Accountant
1212 SW 2ST (305) 643-2482
MIAMI FL 33135
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ARTICLE III

Capital Stock

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is: 200 shares

ARTICLE IV

Initial Capital

The amount of capital with this corporation will begin business is not less than five hundred dollars.

ARTICLE V

Terms of Existence

This corporation is to exist perpetually.

ARTICLE VI

Principal Place of Business

The initial street address in this state of the principal office of this corporation is 3031 NW 7 Street in Miami, Florida 33125 in Miami Dade County, Florida. The Board of Directors may from time to time move the principal office to any other address in Florida.

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ARTICLE VII

Directors

This corporation shall have no less than three directors initially. The number of directors may be increased or diminished from time to time, by by-laws adopted by the stockholders.

ARTICLE VIII

Initial Directors

The name and street address of the members of the first Board of Directors are:

Gustavo Antonio Munguia, PRESIDENT
1844 SW 16 Terrace
Miami, FL 33145

Denis Orlando Solis, Vice-President
1844 SW 16 Terrace
Miami, FL 33145

Juana Yolanda Zamora
1844 SW 16 Terrace
Miami, FL 33145

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ARTICLE IX

Subscribers

The names and street addresses of the subscribers of these Articles of Incorporation, the number of shares of stock which they agree to take and the value of the consideration therefore are:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>CONSIDERATION</u>
Gustavo A. Munguia	1844 S.W. 16 Terrace	100 @ 2	\$200
Denis O. Solis	1844 S.W. 16 Terrace	100 @ 2	\$200
Juana Y. Zamora	1844 S.W. 16 Terrace	10 @ 2	\$20

ARTICLE X

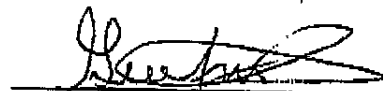
Registered Agent

The initial registered office will be at 3031 N.W. 7 Street Miami, FL 33145 and the registered agent is Gustavo Antonio Munguia.

Pursuant to Florida Statutes Section 607.164, having been named to accept process for the above stated corporation at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity and agree to comply with the provision of the said act relative to keeping open said office.

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By:



Registered Agent- Gustavo A. Munguia

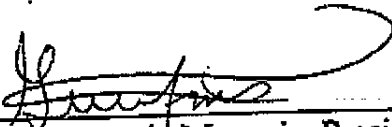
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ARTICLE XI

Amendment

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at the stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the directors and all stockholders sign a written statement manifesting their intention that a certain amendment of these Articles be made. IN WITNESS THEREOF.



Gustavo Antonio Munguia, President

Denis Orlando Solis Vice-President

Juana Yolanda Zamora

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