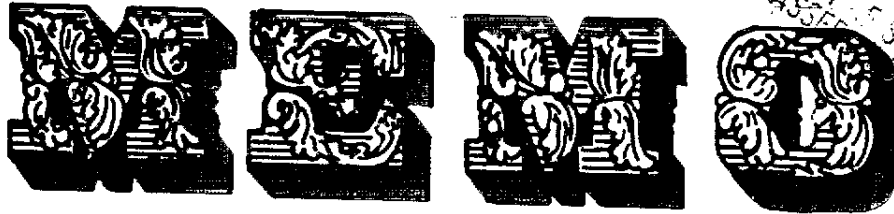


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SECRETARIAT OF STATE
TALLAHASSEE FLORIDA



3/22/2000

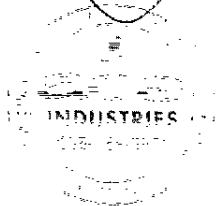
Dear Anne:
Enclosed please find
articles for Elizabeth
Markus Inc.

300003184043--9
-03/27/00--01001--002
*****78.75 *****78.75

w/ check for the
Corporate Lns.

Thank you

Jimmie Campbell



ADR
3/24/00

ARTICLES OF INCORPORATION

OF

ELIZABETH'S MARKET, INC.

The undersigned incorporators for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I NAME

The name of the corporation shall be:

ELIZABETH'S MARKET, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

**2050 N.W. 54TH STREET
MIAMI, FLORIDA 33142**

ARTICLE III CAPITAL STOCK

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

1000 SHARES - PAR VALUE \$ 1.00 PER SHARE

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of this initial registered agent is:

Mia Linese Eiland
2050 N.W. 54TH STEET
Miami, Florida 33142

ARTICLE V INCORPORATOR

The name and street address of the incorporator to this Articles of Incorporation is:

Mia Linese Eiland
2050 N.W. 54TH STREET
Miami, Florida 33142

The undersigned have executed these Articles of Incorporation this
22nd day of March 2000.



Mia Linese Eiland
President/Secretary/Treasurer

ARTICLE VI OFFICERS AND DIRECTORS

The officers and directors of the corporation are:

Mia Linese Eiland
2050 N.W. 54TH STREET
Miami, Florida 33142



President/Secretary/Treasurer

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

ELIZABETH'S MARKET, INC.

2. The name and address of the registered agent and office is:

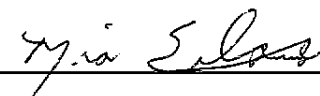
Mia Linese Eiland
2050 N.W. 54TH STREET
Miami, Florida 33142

Signature 
Mia Linese Eiland

Title President/Secretary/Treasurer

Date March 22, 2000

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS 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 REGISTERED AGENT.

Signature 

Date: March 22, 2000