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LAW OFFICES

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April 26, 2000

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

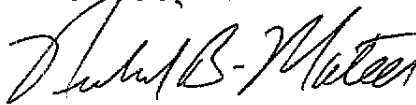
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*****78.75 *****78.75

Re: ARTICLES OF INCORPORATION OF DELIVERYGROCER.COM, INC.

Dear Sir/Madam:

Enclosed please find the original and two (2) copies of Articles of Incorporation for DELIVERYGROCER.COM, INC. Please file and return a certified copy to this office. Also enclosed, please find check No. 3535 in the amount of \$78.75 to cover your required fees.

Very truly yours,



Richard B. Mateer

RBM/bm
Enclosures

FILED
00 APR 28 AM 10:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

gfs/1

**ARTICLES OF INCORPORATION
OF
DELIVERYGROCER.COM, INC.**

THE UNDERSIGNED, hereby makes, subscribes to, and adopts the following Articles of Incorporation intending to form a corporation under the provisions of the Florida Statutes.

ARTICLE I

Name

The name of this corporation shall be:

DELIVERYGROCER.COM, INC.

The street address of the principal office of this corporation shall be:

4851 NW 79th Ave., Suite #7
Miami, FL 33166

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TALLAHASSEE, FLORIDA

ARTICLE II

Capital Stock

2.1 The Corporation is authorized to issue two (2) classes of stock which shall be designated Class A Common Stock and Class B Common Stock, respectively. The Corporation is authorized to issue ten million (10,000,000) shares of Class A Common Stock at a par value of one cent (\$.01) per share, and forty million (40,000,000) shares of Class B Common Stock at a par value of one hundred-thousandth of a cent (\$.00001) per share. The Class B Common Stock shall be equal and identical to the Class A Common Stock except that the Class B Common Stock shall be non-voting.

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

2.3 The Board of Directors 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 may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the By-laws of the Corporation.

2.4 The Board of Directors 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 power, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

2.5 The holders of the shares of Class B Common Stock shall be subject to a shareholders agreement by and between the Corporation and the holders of such shares.

ARTICLE III

Registered Office and Agent

The street address of the registered office of the Corporation is 4851 79th Ave., Suite #7, Miami, FL, 33166, and the name of the registered agent at such address is Eduardo Ramos..

ARTICLE IV

Board of Directors

The business of the Corporation shall be conducted by a Board of Directors, the number of members of which shall be determined by the By-laws, but shall never be fewer than one (1).

The Board of Directors shall consist of two (2) members. The name and street address of the Board of Directors are as follows:

Marco Aurelio Ferrer de Castro
360 Palm Blvd.
Weston, FL 33326

Eduardo Ramos
9850 N.W. 43rd Terrace
Miami, FL 33178

ARTICLE V

Incorporator

The name and address of the Incorporator of this Corporation is as follows:

Marco Aurelio Ferrer de Castro
360 Palm Blvd.
Weston, FL 33326

ARTICLE VI

Duration

The Duration of the Corporation is perpetual.

ARTICLE VII

Purpose

This Corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under the Florida Business Corporations Act.

ARTICLE VIII

Indemnification

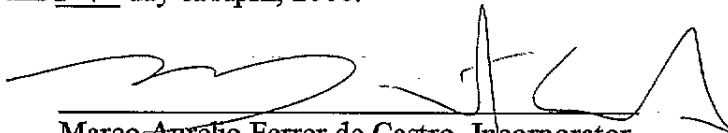
Every Director and every officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon him in connection with any proceedings, including appellate proceedings, to which he may be a party, or in which he may become involved, by reason of his being or having been a Director or officer of the Corporation, whether or not he is a Director or officer at the time such expenses are incurred, except in such cases wherein the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that, in the event of any claim for reimbursement of indemnification, hereunder based upon a settlement by the Director or officer seeking such reimbursement or indemnification, the indemnification herein shall only apply if the Board of Directors approves such settlement and reimbursement as being in the best interests of the Corporation. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which such Director or officer may be entitled.

ARTICLE IX

Amendment

These Articles of Incorporation may be only amended by the Board of Directors (but only to the extent permitted by the Florida Business Corporations Act) or by the vote of the shareholders entitled to vote and holding a majority of the issued and outstanding Class A stock of the Corporation.

IN WITNESS WHEREOF, the undersigned President and Registered Agent have executed these Articles of Incorporation this 24th day of April, 2000.



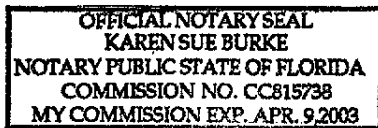
Marco Aurelio Ferrer de Castro, Incorporator

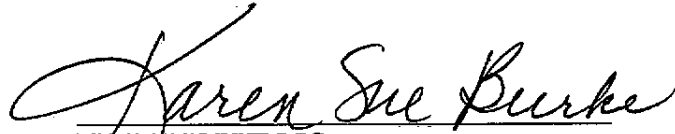
STATE OF FLORIDA }
 }
COUNTY OF DADE } ss

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized to take acknowledgment, personally appeared Marco Aurelio Ferrer de Castro, to me known to be the person described in and who executed the foregoing Articles of Incorporation of

DELIVERYGROCER.COM, INC., and he acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above, this 24th day of April, 2000.





NOTARY PUBLIC

My Commission Expires:

(seal)

THE UNDERSIGNED, named as the registered Agent in Article III of these Articles of Incorporation, hereby accepts the appointment as such registered agent, agrees to act in this capacity, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under the Florida Business Corporations Act, including specifically Section 607.0505.


Eduardo Ramos, Registered Agent

FILED
00 APR 28 AM 10:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA