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ACCOUNT NO. : 072100000032

REFERENCE : 680811 7137459

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : May 1, 2000

ORDER TIME : 11:35 AM

ORDER NO. : 680811-005

CUSTOMER NO: 7137459

CUSTOMER: Ali M. Jaferi, President
USA GROCERS
USA GROCERS
Suite 101 South
7284 West Palmetto Park Road
Boca Raton, FL 33433

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-05/01/00--01109--007
*****78.75 *****78.75

DOMESTIC FILING

NAME: PENN LEASCO, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janine Lazzarini

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAY -1 PM 5: 08

RECEIVED
00 MAY -1 PM 2: 25
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
PENN LEASCO, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 MAY -1 PM 5: 08

THE UNDERSIGNED subscriber to these Articles of Incorporation, a natural person competent to contract, forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME: The name of this Corporation is: PENN LEASCO, INC.

ARTICLE II. NATURE OF BUSINESS:

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

ARTICLE III. CAPITAL STOCK:

The Capital Stock of this corporation shall be divided into ONE THOUSAND (1,000) shares of stock with \$1.00 par value.

ARTICLE IV. INITIAL CAPITAL:

The amount of capital with which this corporation will begin business is ONE THOUSAND (\$1,000.00) DOLLARS.

ARTICLE V. TERM OF EXISTENCE:

This corporation shall exist perpetually from the date of the filing of these Articles.

ARTICLE VI. ADDRESS:

The street address of the initial registered office of the corporation is:
7284 WEST PALMETTO PARK ROAD - SUITE 101S
BOCA RATON, FLORIDA 33433

The name of the initial resident agent of this corporation at that address is:
ALI M. JAFERI

The street address of the principal place of business shall be:
7284 WEST PALMETTO PARK ROAD - SUITE 101S
BOCA RATON, FLORIDA 33433

ARTICLE VII. DIRECTORS:

This corporation shall have one (1) Director initially. The number of directors May be increased or diminished from time to time, as provided in the By-Laws.

ARTICLE VIII. INITIAL ADDRESS:

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

ALI M. JAFERI
7284 WEST PALMETTO PARK ROAD - SUITE 101S
BOCA RATON, FLORIDA 33433

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00 MAY -1 PM 5:08

ARTICLE IX. SUBSCRIBERS:

The name and address of each Subscriber to these Articles of Incorporation is:

ALI M. JAFERI
7284 WEST PALMETTO PARK ROAD - SUITE 101S
BOCA RATON, FLORIDA 33433

IN WITNESS WHEREOF, the undersigned Subscriber has executed these Articles of Incorporation this 25th day of February, 2000.



ALI M. JAFERI

ACCEPTANCE

HAVING BEEN NAMED to accept service of process for the above-stated corporation, at a place designated in this Certificate, I hereby accept said designation as Registered Agent and agree to comply with the provisions relative to keeping said office open.



ALI M. JAFERI