

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

**PO000004737**

Consortium Enterprises  
Inc

700003232957-8  
-05/01/00--01092--022  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

<input checked="" type="checkbox"/>	Art of Inc. File	_____
_____	LTD Partnership File	_____
_____	Foreign Corp. File	_____
_____	L.C. File	_____
_____	Fictitious Name File	_____
_____	Trade/Service Mark	_____
_____	Merger File	_____
_____	Art. of Amend. File	_____
_____	RA Resignation	_____
_____	Dissolution / Withdrawal	_____
_____	Annual Report / Reinstatement	_____
<input checked="" type="checkbox"/>	Cert. Copy	_____
_____	Photo Copy	_____
_____	Certificate of Good Standing	_____
_____	Certificate of Status	_____
_____	Certificate of Fictitious Name	_____
_____	Corp Record Search	_____
_____	Officer Search	_____
_____	Fictitious Search	_____
_____	Fictitious Owner Search	_____
_____	Vehicle Search	_____
_____	Driving Record	_____
_____	UCC 1 or 3 File	_____
_____	UCC 11 Search	_____
_____	UCC 11 Retrieval	_____
_____	Courier	_____

FILED  
00 MAY -3 AM 10:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
MAY -1 PM 1:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Signature \_\_\_\_\_

Requested by: LG

Name \_\_\_\_\_

Date 5/1/00

Time 10:18

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

SMITH MAY 04 2000

W-11465



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

May 1, 2000

CAPITAL CONNECTION, INC.  
417 E. VIRGINIA ST., STE. 1  
TALLAHASSEE, FL 32302

SUBJECT: CONSORTIUM ENTERPRISES, INC.  
Ref. Number: W00000011405

We have received your document for CONSORTIUM ENTERPRISES, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

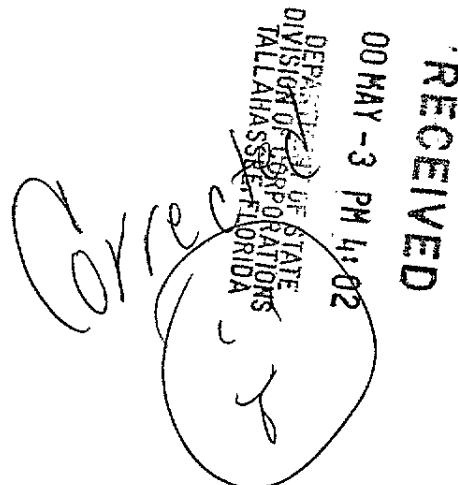
**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6927.

Tracy Smith  
Document Specialist

Letter Number: 200A00024065



FILED  
00 MAY -3 AM 10:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF

NoLineGrocery, Inc.

ARTICLE I  
CORPORATE NAME

The name of this corporation is NoLineGrocery, Inc.

ARTICLE II  
NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III  
CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock having a par value of \$5.00 per share.

ARTICLE IV  
TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE V  
PRINCIPAL OFFICE OF CORPORATION

The address of the Principal Office and the mailing address of the corporation is: c/o John S. Peters, 213 S. Seacrest Circle, Delray Beach, FL 33444.

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VI.  
BOARD OF DIRECTORS

This Corporation shall have three (3) directors initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one.

ARTICLE VII.  
INITIAL DIRECTORS

The name of the initial directors of this Corporation and the street addresses are: MARK N. TALKINGTON, 6799 Green Island Terrace, Lake Worth, Florida 33463, JOHN S. PETERS, 213 S. Seacrest Circle, Delray Beach, FL 33444, and CHARLES ANDREWS, 2120 NE 4th Court, Boca Raton, Florida 33429.

The persons named as initial directors shall hold office for the first year of existence of this Corporation or until successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE VIII.  
INITIAL OFFICERS

The name of the initial officers of this Corporation and the street address of each are:

Secretary:

MARK N. TALKINGTON  
6799 GREEN ISLAND TERRACE,  
LAKE WORTH, FL 33463

President/Treasurer:

JOHN S. PETERS  
213 S. SEACREST CIRCLE  
DELRAY BEACH, FL 33444

Vice-President:

CHARLES ANDREWS  
2120 NE 4TH COURT  
BOCA RATON, FL 33429

ARTICLE IX  
INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the Incorporator are:

JOHN S. PETERS  
213 S. Seacrest Circle  
Delray Beach, FL 33444

ARTICLE X  
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 a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XI  
COMMENCEMENT OF BUSINESS


The date when corporation existence shall begin shall be the date these Articles are filed.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on this 28 day of April, 2000.

  
JOHN S. PETERS

STATE OF FLORIDA  
COUNTY OF PALM BEACH

BEFORE ME, a Notary Public, personally appeared JOHN S. PETERS, to me personally known who did not take an oath, and to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation this 28th day of April, 2000.

  
Notary Public, State of Florida  
My Commission expires:



Sharon L. Lunsford  
MY COMMISSION # CC710818 EXPIRES  
March 2, 2002  
BONDED THRU TROY FAIR INSURANCE, INC.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED.

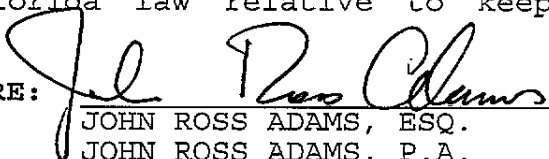
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In compliance with Section 607.0501, Florida Statutes, the  
following is submitted:

That **NoLineGrocery, Inc.** desiring to organize under  
the laws of the State of Florida, with its principal office as  
indicated in the Articles of Incorporation, at County of Palm  
Beach, State of Florida, has named JOHN ROSS ADAMS, ESQ., as its  
agent to accept service of process within this State.

Having been named to accept service of process for the above-  
named corporation, at the place designated in this certificate, the  
undersigned agrees to act in this capacity, and agrees to comply  
with the provisions of Florida law relative to keeping the  
designated office open.

SIGNATURE:

  
JOHN ROSS ADAMS, ESQ.  
JOHN ROSS ADAMS, P.A.  
101 SE 6th Ave., Suite G  
Delray Beach, FL 33483

DATE: April 28, 2000

FILED  
00 MAY - 3 AM 10 46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA