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ACCOUNT NO. : 072100000032

REFERENCE : 708686 7137459

AUTHORIZATION :

COST LIMIT : \$ PREPAID

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAY 24 PM 4:11

ORDER DATE : May 24, 2000

ORDER TIME : 3:27 PM

ORDER NO. : 708686-005

CUSTOMER NO: 7137459

CUSTOMER: Mr. Syed M. Raza
USA GROCERS
USA GROCERS
Suite 101 South
7284 West Palmetto Park Road
Boca Raton, FL 33433

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

DOMESTIC FILING

NAME: 514 CORPORATION

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Darlene Ward

EXAMINER'S INITIALS:

RECEIVED
00 MAY 24 PM 3:57
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
514 CORPORATION**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAY 24 PM 4:11

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: 514 CORPORATION.

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:
SYED M. RAZA

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:

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

FILED
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DIVISION OF CORPORATIONS

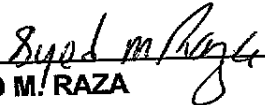
00 MAY 24 PM 4: 11

ARTICLE IX. SUBSCRIBERS:

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

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

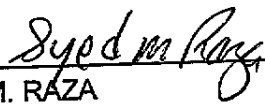
IN WITNESS WHEREOF, the undersigned Subscriber has executed these Articles of Incorporation this
23rd day of May, 2000.



SYED M. RAZA

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.



SYED M. RAZA