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JANUARY 4, 2001

Florida Secretary of State
Division Of Corporations
409 E. Gaines Street
Tallahassee, Florida 32301

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-01/10/01--01009--001
*****78.75 *****78.75

RE: Articles of Incorporation for
SHOP SMART FOOD MART, INC.

Gentlemen:

Attached hereto is a Money Order in the amount of \$78.75 for the registration fee for the Articles of Incorporation for "SHOP SMART FOOD MART.INC." and the cost of a recorded copy of the instrument. Please return the copy to the address shown above.

Sincerely

John W. Bateman
ACCOUNTANT

Enclosures

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01 JAN 10 AM 11:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

"SHOP SMART FOOD MART, INC."

I, the undersigned subscribers to these Articles Of Incorporation, a natural person competent to contract, do hereby form a corporation under the Laws of the State of Florida.

ARTICLE 1.

The name of the corporation is,

"SHOP SMART FOOD MART, INC."

ARTICLE II.

This corporation may engage in any activity or business permitted under the laws, of the United States and of this State.

ARTICLE III.

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is ONE THOUSAND shares of common stock, each share having a par value of ONE DOLLAR (\$5.00).

ARTICLE IV.

The amount of the capital with which this corporation shall begin business is FIVE THOUSAND DOLLARS (\$5000.00).

ARTICLE V.

The initial post office address of the registered office of this corporation is to be, WAEL M. MUSAITEF, 752 N.E. EAST LAKE STREET, PORT ST. LUCIE FLORIDA, 34953 the Board of Directors, may from time to time designate such other post office address and place for the registered office as it may see fit. The name of the initial registered agent shall be The principal address and the registered agent office address shall be that of the registered agent.

ARTICLE VI.

The corporation shall perpetual existence.

ARTICLE VII.

The number of Directors of this corporation shall be provided in the By-Laws, but shall not be less than TWO (1) in number nor more than SEVEN (7) in number and shall be one (1) in number until otherwise fixed or changed by the By-Laws.

ARTICLE VIII.

The name and post office address of the first Board of Directors who, subject to the provision of the Articles Of Incorporation, the By-Laws of this Corporation and the Laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Wael M. MUSAITEF	752 N.E. EASE LAKE STREET PORT ST. LUCIE, FLORIDA 34983

ARTICLE IX.

The name of the officers who shall hold office until his successors are elected are as follows:

PRESIDENT,	Wael M. MUSAITEF
SECRETARY	752 N.E. EAST LAKE STREET
TREASURER	PORT ST. LUCIE, FLORIDA 34983

ARTICLE X.

The name and post office address of the subscribers to this Articles of Incorporation is as follows:

Wael M. MUSAITEF	<u>752 N.E. EAST LAKE STREET</u> PORT ST. LUCIE, FLORIDA 34953
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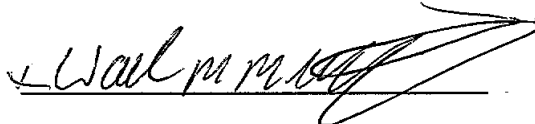
ARTICLE XI.

These Articles Of Incorporation shall be effective upon filing with, and acceptance thereof, by the Secretary of the State of Florida.

ARTICLE XII

The articles of Incorporation may be amended 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 thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, being the original subscribers to the Articles of Incorporation, hereunto set his hand and seal this 27TH Day of DECEMBER 2000, for the purpose of forming this corporation to do business within and without the State of Florida, and does make and file in the office of the Secretary of State of the State of Florida these Articles of Incorporation, and certify that the facts herein stated are true.

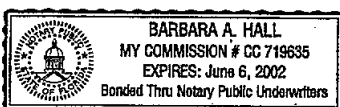

Wael M. MUSAITEF, PRESIDENT

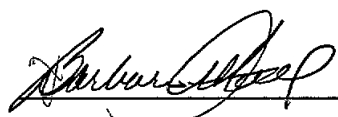
STATE OF FLORIDA

COUNTY OF ST. LUCIE

BEFORE ME, the undersigned authority, personally appeared, Wael M. NUSTAIEF, to be well known and known to me to be the individual described in, and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purpose therein expressed.

WITNESS, my hand and seal in the County and State named above this 27TH Day of DECEMBER 2000.




Notary Public, State of Florida

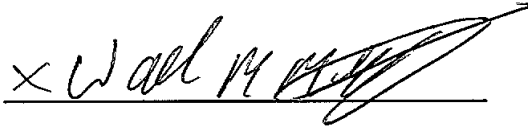
CERTIFICATE OF REGISTERED AGENT

In compliance with FSA, Section 48.091, the following is submitted:

First the SHOP SMART FOOD MART, INC.", desiring to organize under the Laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at the City of FORT PIERCE, County of ST. LUCIE ,State of FLORIDA, has named ,Wael M. MUSAITEF, 752 N.E. EAST LAKE STREET, PORT ST. LUCIE, FLORIDA 34953, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity and agree to comply with provision of said Act relative to keeping open said office.



Wael M. MUSAITEF, PRESIDENT

Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA