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NIEVES, MELON TAX &
ACCOUNTING SERVICES, INC.
439 W. VINE ST.
KISSIMMEE, FL 34741

(407) 933-8572

March 09, 2001

FILED
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DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

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Florida Department of State
Bureau of Corporate Records
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Dear sirs:

Enclosed you will find the articles of incorporation for
LA PLACITA MEXICO, INC., along with a check for
\$70.00 for filing, certified copy, and registered agent
designation fees.

Please send acknowledgement to:

Nieves, Melon Tax & Accounting Services, Inc.
439 W. Vine St.
Kissimmee, Florida 34741

Debra Melon Tax & Acctg. Svcs., Inc. GAVE
AUTHORIZATION BY PHONE TO
CORRECT Art F (suffix)
DATE 3/15/01
DOC. EXAM. David Brown

D. BROWN MAR 16 2001 ✓

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DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

LA PLACITA MEXICO, INC.

The undersigned incorporator makes, acknowledges, and files with the Department of State of the State of Florida, these Articles of Incorporation for the purpose of forming a corporation for profit under the laws of the State of Florida.

ARTICLE I
Name and Address

The name of this corporation shall be LA PLACITA MEXICO, INC., and its principal place of business shall be 1003 S. Riffle Range Rd. Wahneta, FL 33880; but it may establish branch offices at any other points deemed advisable by its board of directors within the State of Florida.

ARTICLE II
Term of Existence

This corporation shall have a perpetual existence.

ARTICLE III
Nature of Business

The purpose or purposes for which the corporation is organized is to engage or transact in any and all lawful activities or business specially in the sale of groceries and provisions and to do everything necessary, proper, advisable, or convenient for the accomplishment of said purposes, and to do all other things incidental to them or connected with them that are not forbidden by the Florida corporation laws or by any other law, or by these Articles of Incorporation, and to carry out the said purposes in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes are not forbidden by the law of the State, territory, district, or possession of the United States, or by the foreign country.

ARTICLE IV
Capital Structure

The maximum number of shares of stock that this corporation is authorized to have at any one time is FIVE HUNDRED (500) shares of common stock, having no par value.

ARTICLE V
Initial Registered Agent and Registered Office

The initial registered agent of this corporation shall be ELIA A. QUINTANA. The street address of the initial registered office of this corporation is 445 AVENUE B NE, WINTER HAVEN FL., 32880.

ARTICLE VI
Board of Directors

There shall be a Board of Directors for this corporation which shall consist of not less than one (1), except for the number constituting the initial Board of Directors, the number of directors shall be decided by resolution of the shareholders.

ARTICLE VII
Initial Board of Directors

The names and street address of the members of the initial Board of Directors of this corporation, who, subject to these Articles of Incorporation and the laws of the State of Florida, shall hold office until the first annual meeting of the shareholders or until their successors are elected and qualified, or until their resignations, removal from office or deaths:

Name	Address
<u>ELIA A. QUINTANA</u>	<u>445 AVENUE B NE,</u> <u>WINTER HAVEN FL. 32880</u>

ARTICLE VIII
Incorporator

The name and street address of the incorporator is:

Name

Address

ELIA A. QUINTANA

445 AVENUE B NE.

WINTER HAVEN, FL.33880

ARTICLE IX
Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors or the shareholders.

ARTICLE X
Amendment of Articles of Incorporation

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, propose 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.

IN WITNESS WHEREOF, the incorporator executed these Articles of Incorporation this 9th day of MARCH, 2001.

E Quintana
ELIA A. QUINTANA

STATE OF FLORIDA
COUNTY OF ORANGE

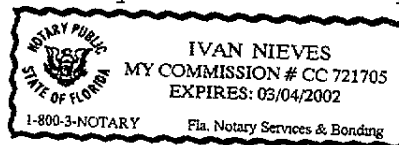
Before me personally appeared ELIA A. QUINTANA

to me well known and known to me to be the individual described in and who executed the above foregoing, Articles of Incorporation and acknowledged before me that the above individual executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the county and state named above this 9th day of MARCH, 2001.

Ivan Nieves
Notary Public, State of Florida

My commission expires:



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

In compliance with the Florida Business Corporation Act, the following is submitted:

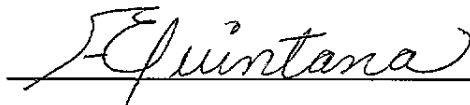
That LA PLACITA MEXICO, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at City of Orlando, State of Florida, has named ELIA A. QUINTANA, located at 445 AVENUE B. NE., WINTER HAVEN, FL. 33880; as its agent to accept service of process within Florida.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



ELIA A. QUINTANA