



LAW OFFICES
STAFFORD & SEAMAN
A PROFESSIONAL ASSOCIATION

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May 16, 2001

SHANE L. STAFFORD
ATTORNEY AT LAW

ALLEN R. SEAMAN
BOARD CERTIFIED
CIVIL TRIAL LAWYER

RUSSELL SICKMEN
ATTORNEY AT LAW
OF COUNSEL

AARON R. COVEN
PARALEGAL

LISA KATZ
CHRISTINA M. McDONALD
BEVERLY ROUGET
CLAUDINE TOLLINGER
LEGAL ASSISTANTS

PO1000050581
VIA OVERNIGHT DELIVERY

Division of Corporations
SECRETARY OF STATE
200 East Gaines Street
Tallahassee, FL 32399-0300

Re: Friends Market Corporation

800004287448-19
-05/22/01--01045--017
*****78.75 *****78.75

Dear Sir/Madam:

Enclosed please find an original and one copy of Articles of Incorporation with regard to the above-named corporation. Please also find enclosed our firm's check in the amount of \$122.50 representing the filing fees in this regard.

Please file the enclosed Articles and return a conformed copy to me in overnight delivery envelope provided.

Very truly yours,


ALLEN R. SEAMAN

ARS/lmk
ENCLOSURES

cc Mr. Robens Metelus

FILED
01 MAY 18 AM 10:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

G. BULLOCK MAY 22 2001

W01-11473

11

ARTICLES OF INCORPORATION
OF
FRIENDS MARKET CORPORATION

FILED
01 MAY 18 AM 10:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, being natural persons competent to contract, hereby form a corporation under and pursuant to the laws of the State of Florida providing for the formation, liability, rights, privileges and immunities of corporations for profit, and for that purpose, hereby certify, declare and set forth as follows, to wit:

ARTICLE I

NAME

The name of the corporation shall be:

FRIENDS MARKET CORPORATION

ARTICLE II

GENERAL 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 One Thousand Shares (1,000) at \$1.00 per share par value.

All of said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the stockholders of this corporation.

ARTICLE IV

CAPITAL

The amount of capital with which this corporation shall commence business shall be Five Hundred Dollars (\$500.00).

ARTICLE V

DURATION

This corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE VI

PRINCIPAL PLACE OF BUSINESS

The principal place of business of said corporation shall be **314 South Federal Highway, Boynton Beach, FL 33435**, with the privilege of having branch offices at other places within or without the State of Florida.

ARTICLE VII

REGISTERED OFFICE AND REGISTERED AGENT

The name of the corporation's registered agent is **Allen R. Seaman, Esquire, 2290 10th Avenue North, Suite 302, Lake Worth, Florida 33461**.

ARTICLE VIII

OFFICERS AND DIRECTORS

The names and addresses of the first directors and officers of the corporation who shall hold office for the first year or until their successors are chosen shall be:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
Robens Metelus	201 Sterling Avenue Delray Beach, FL 33444	President

Duquene Dorsema	201 Sterling Avenue Delray Beach, FL 33444	Vice President
Jocelyn Deneus	100 S.W. 4th Avenue, #16 Delray Beach, FL 33444	Secretary
Ricot Sejour	5966 Triphammer Road Lake Worth, FL 33463	Treasurer

This corporation shall have at least one, but not more than four directors, and no person shall be required to own, hold or control stock in the corporation as a condition precedent to holding an office in this corporation.

ARTICLE IX

SUBSCRIBERS

The names and addresses of the subscribers to these Articles of Incorporation and the number of shares of stock each agrees to take are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>
Robens Metelus	201 Sterling Avenue Delray Beach, FL 33444	100 shares
Duquene Dorsema	201 Sterling Avenue Delray Beach, FL 33444	100 shares
Jocelyn Deneus	100 S.W. 4th Avenue, #16 Delray Beach, FL 33444	100 shares
Ricot Sejour	5966 Triphammer Road Lake Worth, FL 33463	100 shares

Aniel Metelus	251 N.E. 12th Street Delray Beach, FL 33444	100 shares
Jean Eddy Mesidort	917 Meadows Circle Boynton Beach, FL 33462	100 shares
Monesse Laurissaint	251 N.E. 12th Street Delray Beach, FL 33444	100 shares
Vilaire Michaud	10010 Boynton Place Circle, #126 Boynton Beach, FL 33437	100 shares
Jean Herard Dieujuste	937 S.E. 3rd Avenue Delray Beach, FL 33483	100 shares
Lawrence Laurissaint	10010 Boynton Place Circle, #126 Boynton Beach, FL 33437	100 shares

ARTICLE X

SHARES OF STOCK

Shares of stock held by the initial shareholders may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders of to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

ARTICLE XI

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares), at the price at which it is offered to others.

ARTICLE XII

POWERS

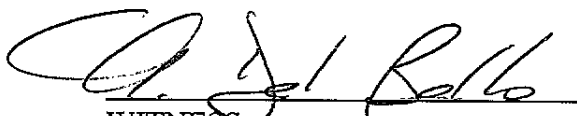
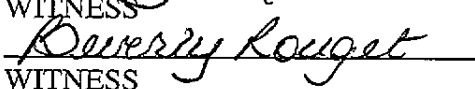
This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute.

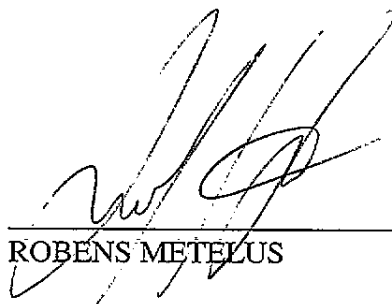
Directors of this corporation shall have the power to make or amend the By-laws and to fix any amount to be reserved for working capital.

The private property of the stockholders shall not be subject to the payment of the corporate debts in any extent whatsoever. The corporation shall have first lien on the shares of its members and upon the dividends due them for any indebtedness of such members to the corporation.

IN WITNESS WHEREOF, the undersigned being the original subscriber to the Articles of Incorporation herein, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, do make and file these Articles, hereby declaring and certifying that the fact herein stated are true, this 15th day of May, 2001.

Signed, sealed, and delivered
in the presence of us:


WITNESS

WITNESS


ROBENS METELUS

STATE OF FLORIDA)
 §
COUNTY OF PALM BEACH)

I, the undersigned officer, duly authorized to take acknowledgments and administer oaths in the State of Florida at Large, hereby certify that before me personally appeared **ROBENS METELUS**, who produced as identification: FL DL M342-720-73-285-0 and who executed the foregoing Articles of Incorporation, and he/she acknowledged before me that he/she executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 10th day of May, 2001.

My commission expires:

Ch. J. Bell

WITNESS

Beverly Rouget

WITNESS

STATE OF FLORIDA

COUNTY OF PALM BEACH

Lisa M. Katz
NOTARY PUBLIC, State of Florida



Duquene Dorsema
DUQUENE DORSEMA

I, the undersigned officer, duly authorized to take acknowledgments and administer oaths in the State of Florida at Large, hereby certify that before me personally appeared **DUQUENE DORSEMA**, who produced as identification: FL DL D625-160-68-302-0 and who executed the foregoing Articles of Incorporation, and he/she acknowledged before me that he/she executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 10th day of May, 2001.

My commission expires:

Ch. J. Bell

WITNESS

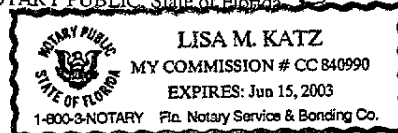
Beverly Rouget

WITNESS

STATE OF FLORIDA

COUNTY OF PALM BEACH

Lisa M. Katz
NOTARY PUBLIC, State of Florida



JOCELYN DENEUS

JOCELYN DENEUS aka

DENEUS JOCELYN
(PED I.S.)

I, the undersigned officer, duly authorized to take acknowledgments and administer oaths in the State of Florida at Large, hereby certify that before me personally appeared **JOCELYN DENEUS**, who produced as identification: FL DL J245-160-68-082-0 and who executed the foregoing Articles of Incorporation, and he/she acknowledged before me that he/she executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 15th day of May, 2001.

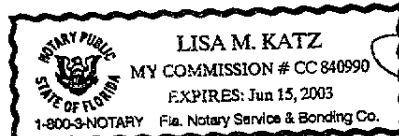
My commission expires:

Ch. J. Bell

WITNESS

Beverly Rouget

WITNESS



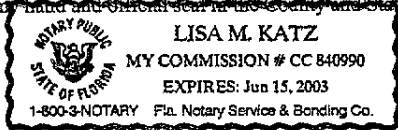
Lisa M. Katz
NOTARY PUBLIC, State of Florida

Ricot Sejour
RICOT SEJOUR

STATE OF FLORIDA)
§
COUNTY OF PALM BEACH)

I, the undersigned officer, duly authorized to take acknowledgments and administer oaths in the State of Florida at Large, hereby certify that before me personally appeared RICOT SEJOUR, who produced as identification: FL DL 210720 T24550 and who executed the foregoing Articles of Incorporation, and he/she acknowledged before me that he/she executed the same for the purposes therein expressed

WITNESS my hand and official seal in the County and State last aforesaid this 14th day of May, 2001.




NOTARY PUBLIC, State of Florida

My commission expires:

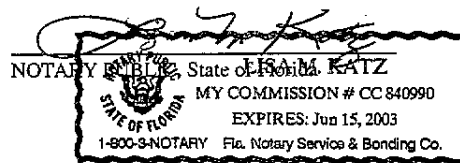
WITNESS

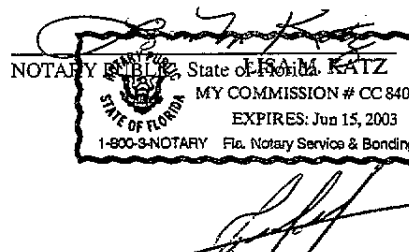
WITNESS

STATE OF FLORIDA)
§
COUNTY OF PALM BEACH)

I, the undersigned officer, duly authorized to take acknowledgments and administer oaths in the State of Florida at Large, hereby certify that before me personally appeared ANIEL METHELUS, who produced as identification: FL DL M342-000-69-302-0 and who executed the foregoing Articles of Incorporation, and he/she acknowledged before me that he/she executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 10th day of May, 2001.




JEAN EDDY MESIDORT

My commission expires:

WITNESS

WITNESS

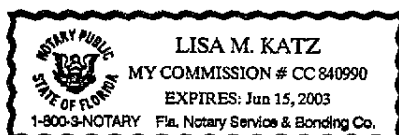
STATE OF FLORIDA)
§
COUNTY OF PALM BEACH)

I, the undersigned officer, duly authorized to take acknowledgments and administer oaths in the State of Florida at Large, hereby certify that before me personally appeared JEAN EDDY MESIDORT, who produced as identification: FL DL M236-460-MI-0 and who executed the foregoing Articles of Incorporation, and he/she acknowledged before me that he/she executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 14th day of May, 2001.


NOTARY PUBLIC, State of Florida

My commission expires:



Ch. J. Bello

WITNESS

Beverly Rouget

WITNESS

LORISANT MONESSE
MONESSE LORISANT

STATE OF FLORIDA)

COUNTY OF PALM BEACH)

I, the undersigned officer, duly authorized to take acknowledgments and administer oaths in the State of Florida at Large, hereby certify that before me personally appeared MONESSE LORISANT, who produced as identification: L625-540-67-130-0 and who executed the foregoing Articles of Incorporation, and he/she acknowledged before me that he/she executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 15th day of May, 2001.

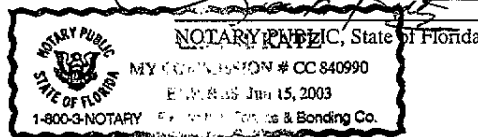
My commission expires:

Ch. J. Bello

WITNESS

Beverly Rouget

WITNESS



Michael VILAIRE
VILAIRE MICHAUD aka MICHAUD
VILAIRE

STATE OF FLORIDA)

COUNTY OF PALM BEACH)

I, the undersigned officer, duly authorized to take acknowledgments and administer oaths in the State of Florida at Large, hereby certify that before me personally appeared VILAIRE MICHAUD, who produced as identification: FL DL 460-540-68-350-0 and who executed the foregoing Articles of Incorporation and he/she acknowledged before me that he/she executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 10th day of May, 2001.

My commission expires:

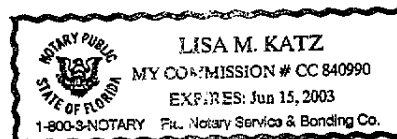
Ch. J. Bello

WITNESS

Beverly Rouget

WITNESS

Lisa M. Katz
NOTARY PUBLIC, State of Florida



Laurence LORISSANT
LAURENCE LORISSANT

STATE OF FLORIDA)

COUNTY OF PALM BEACH)

I, the undersigned officer, duly authorized to take acknowledgments and administer oaths in the State of Florida at Large, hereby certify that before me personally appeared LAURENCE LORISSANT, who produced as identification: FL DL 6625-520-61-0 and who executed the foregoing Articles of Incorporation, and he/she acknowledged before me that he/she executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 15th day of May, 2001.



Lisa M. Katz
NOTARY PUBLIC, State of Florida

My commission expires:

WITNESS

Beverly Rager

WITNESS

Jean Herard Dieujuste
JEAN HERARD DIEUJUSTE

STATE OF FLORIDA)

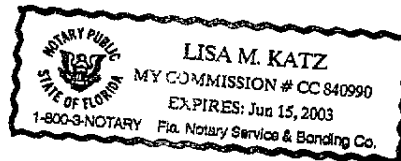
COUNTY OF PALM BEACH)

I, the undersigned officer, duly authorized to take acknowledgments and administer oaths in the State of Florida at Large, hereby certify that before me personally appeared **JEAN HERARD DIEUJUSTE**, who produced as identification: FLDL 223-468-69-0930 and who executed the foregoing Articles of Incorporation and he/she acknowledged before me that he/she executed the same for the purposes therein expressed

WITNESS my hand and official seal in the County and State last aforesaid this 10th day of May, 2001.

Lisa M. Katz
NOTARY PUBLIC, State of Florida

My commission expires:



CERTIFICATE OF REGISTERED AGENT
OF
FRIENDS MARKET CORPORATION

Having been named as resident agent for the above-stated corporation, 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 and I accept the duties and obligations of §607.0505, Florida Statutes.



ALLEN R. SEAMAN, Registered Agent

FILED
01 MAY 18 AM 10:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA