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Ronald L. Miller

FILED

VENTURE CORPORATE CENTER I
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HOLLYWOOD, FLORIDA 33021
(954) 961-7706 (BROWARD)
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

January 25, 2002

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

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: Foods 4 Less, Inc.

Dear Sir/Madam:

Enclosed please find original and One (1) copy of Articles of Incorporation for Foods 4 Less, Inc., along with my check in the amount of \$78.75, payable to Secretary of State regarding the filing fee and requested Certified copy of Articles of Incorporation.

Kindly have the Certified copy of Articles of Incorporation for Foods 4 Less, Inc. mailed to my office at your earliest convenience.

home address

Thank you in advance for your cooperation in this matter and should you have any questions at all, please do not hesitate to contact me.

Very truly yours,

RONALD L. MILLER, ESQ.

Ronald L. Miller

RLM:jm
encl.

Mailed to Home Address:

*Frank Ferrara
10901 Burnt mill Rd.
#2201
Jacksonville, FL 32256*

ARTICLES OF INCORPORATION

OF

FOODS 4 LESS, INC.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, hereby associate for the purpose of becoming a Corporation under the laws of the State of Florida by and under the provisions of the Statutes of the State of Florida, providing for the formation, liabilities, rights, privileges and immunities of Corporations for profit.

ARTICLE I

The names of the Corporation shall be:

FOODS 4 LESS, INC.

Its business shall be carried on in Florida and at such other points and places in the State of Florida and in the United States and foreign countries as may, from time to time be authorized by the Board of Directors.

ARTICLE II

The general nature of the business to be transacted is as follows:

To engage in a business and to execute any and all of the powers authorized and permitted by virtue of the Corporate laws of the State of Florida. This corporation shall have all of the general powers, but no recitation, expression or declaration of specific or special powers or purposes herein enumerated shall be deemed to be exclusive and it is hereby expressly declared that all other lawful powers permitted to corporations for profits are hereby included.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time shall be TEN THOUSAND (10,000) Shares at One (\$1.00) Dollar par value.

ARTICLE IV

The minimum capital requirements of this Corporation shall be that which is required by Florida Law.

ARTICLE V

This corporation shall exist perpetually.

ARTICLE VI

The principal place of business of this Corporation shall be located at 7999 Phillips Highway, Bay 309/310, Jacksonville, Duval County, Florida 32256, and it may have other places of business, both within and without the State of Florida and in foreign countries as may be necessary or convenient with its mailing address at: 7999 Phillips Highway, Bay 309/310, Jacksonville, Florida 32256.

ARTICLE VII

The business of this Corporation shall be conducted by a Board of Directors of not less than One (1) Director, the exact number of Directors to be fixed by the By-laws of this Corporation.

ARTICLE VIII

The name and Post office address of the member of the Board of Directors of this Corporation who shall hold office until the organization meeting of the Corporation or until his successor is elected and has qualified is as follows:

FRANK FERRARA

10901 Burnt Mill Road
No.: 2201
Jacksonville, Florida 32256

ARTICLE IX

The name and Post office address of the subscriber to these Articles of Incorporation and a statement of the number of shares of Common Stock and percentage of ownership in this corporation which he has agreed to take is as follows:

<u>Name and Address</u>	<u>No. of Shares</u>	<u>Ownership Percentage</u>	<u>Par Value</u>
Frank Ferrara 10901 Burnt Mill Road Jacksonville, Florida 32256	5,000	100%	\$1.00

The provisions of this Charter and each and every Article and section thereof and the By-laws of this Corporation shall be considered a part of every contract and transaction to which this Corporation shall be a party. Every person, association

and/or Corporation dealing with this Corporation are hereby charged with notice and knowledge of this Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 26th day of January, 2002.


Frank Ferrara

STATE OF FLORIDA

COUNTY OF DUVAL

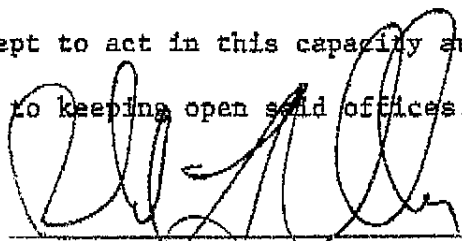
BEFORE ME, the undersigned authority, personally appeared, FRANK FERRARA, to me well known to be the person described in and who executed and subscribed to the foregoing Articles of Incorporation and he acknowledged before me that he executed the same and subscribed to the same for the purposes therein expressed.

WITNESS my hand and seal at Jacksonville, Duval County, Florida this ____ day of January, 2002.

That FOODS 4 LESS, INC., desiring to organize under the laws of the State of Florida with its principal offices as indicated in these Articles of Incorporation in Duval County, Florida has named RONALD L. MILLER, ESQ., located at 3440 Hollywood Boulevard, Suite 320, Hollywood, Broward County, Florida as its' agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT

HAVING BEEN named to accept service of process for the above named Corporation at the place designated in this Certificate, I accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said offices.


Ronald L. Miller, Registered Agent