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September 03, 2002

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To: **Secretary of State**
P.O. Box: 6327
Division of Corporations
The Capital
Tallahassee, FL 32314

Re : **INCORPORATION DOCUMENTS**

Dear Sir/Madam:

Enclosed for filing is an executed copy of the Articles of Incorporation and an executed copy of the registered agent's written acceptance of his appointment as registered agent and, he is the only, officer/shareholder/director of "FOODMAX #110, INC."

Please forward to me a copy of the document, showing the appropriate "filed" at the time, day, month and year.

Very truly yours,



NASHER A. KHALIFA

Enclo : As stated above



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02 SEP -5 PM 1:36
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

FOODMAX #110, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscribes to these Articles of Incorporation, natural person, competent to contract, does hereby form a corporation for profit under the laws of the State of Florida. Corporate existence shall begin upon signing of these Articles. This corporation is to be a Small Business Corporation as defined in Section 1244 Subdivision (c) (2) of the Internal Revenue Code.

ARTICLE I. Name: The name of the Corporation is:

FOODMAX #110, INC.

ARTICLE II. Term of Existence. This corporation shall have perpetual existence.

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

ARTICLE IV. Capital stock. This corporation is authorized to issue 1000 shares with \$1.00 per value.

ARTICLE V. Voting Rights. Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI. 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/she already holds, shall have the right to purchase his/her pro-rate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII. Initial Registered Office and Agent. The street address of the initial registered office of this corporation is: **131 Lock Road, Ste#6, Deerfield Beach, FL 33442**, and the name of the initial registered agent of this corporation at that address is : **Nasher A. Khalifa**.

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:(2):

ARTICLE VIII. Initial Board of Directors. The corporation shall have initially, **1 (one)** Director. The number of Directors may be either increased from time to time by the by-laws but never be less than **1 (one)**. The name and address of the initial Director of this corporation is:

- (1) Nasher A. Khalifa**
131 Lock Road, Ste#6
Deerfield Beach, FL 33442

ARTICLE IX. Officers. The initial officer of the corporation will be:

- (1) Nasher A. Khalifa**

ARTICLE X. Incorporator. The person, signing these Articles of Incorporation has the following name and address:

- (1) Nasher A. Khalifa**
131 Lock Road, Ste#6
Deerfield Beach, FL 33442

ARTICLE XI. By-Laws. The power to adopt, alter, amend or re-peal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLES XIII. Amendment. The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLES XIII. The Street address of the Principal place of business is:
131 Lock Road, Ste#6, Deerfield Beach, FL 33442

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:(3):

IT WITNESS WHEREOF, the undersigned subscribers has
executed these Articles of Incorporation on this 3rd day of September, 2002.



Nasher A. Khalifa

STATE OF FLORIDA
COUNTY OF BROWARD

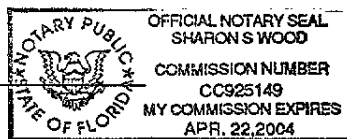
BEFORE ME, the undersigned authority, personally appeared, **Nasher A. Khalifa**,
known to be and known by me to be the person, who executed the foregoing Articles of
Incorporation and he acknowledged before me that he executed the same for the use and
purposes therein expressed.

WITNESS my hand and official seal this 3rd day of Sept. 2002



NOATARY PUBLIC

My Commission Expires: _____



CONSENT TO APPOINTMENT AS REGISTERED AGENT

September 03, 2002

To: **Secretary of State
State of Florida
Division of Corporation
Department of State
Tallahassee, FL 32304**

I, **Nasher A. Khalifa** do hereby confirm my consent to serve the corporation
"FOODMAX #110, INC.", as registered agent, on this day of **3rd of September, 2002.**



Nasher A. Khalifa

Address of registered agent:

**131 Lock Road, Ste#6
Deerfield Beach, FL 33442**

FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA