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Division of Corporations

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From:

Account Name : RICARDO MARTINEZ-CID, P.A.
Account Number : 076640001666
Phone : (305) 859-7494
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FLORIDA PROFIT CORPORATION OR P.A.

NUEVO EXITO SUPERMARKET CORPORATION

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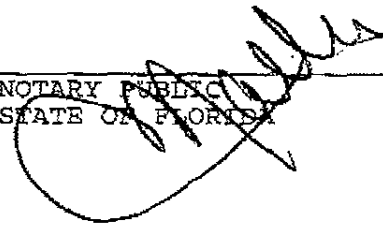
FLORIDA BAR NO. 157029 / AUDIT NUMBER: H03000032853-1
STATE OF FLORIDA

STATE OF FLORIDA)
) S.S.
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned Notary Public, personally appeared Felino Macias, who provided his Florida driver's license as identification, and he acknowledged before me that he executed the foregoing articles of incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Miami, Miami-Dade County, Florida, this January 27, 2003.

NOTARY PUBLIC
STATE OF FLORIDA



Prepared by: Ricardo Martinez-Cid
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EFFECTIVE DATE

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FLORIDA BAR NO. 157029 / AUDIT NUMBER: H03000032853.1
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
NUEVO EXITO SUPERMARKET CORPORATION

Article I - Name

The name of this corporation is NUEVO EXITO SUPERMARKET CORPORATION.

Article II - Purpose

This corporation is organized to operate quality supermarket establishments in South Florida, and for all other lawful businesses.

Article III - Capital Stock

This corporation is authorized to issue Ten Thousand (10,000) shares of One and No/100 (\$1.00) Dollar par value common stock.

Article IV - Preemptive Rights

Every shareholder, upon the sale for cash of any new common stock of this corporation, shall have the right to purchase her pro-rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article V - Initial Principal, Registered Office and Agent

The initial principal address of this corporation is at 12890 SW 8 Street, Miami, Florida 33184-1309.

The name of the initial Registered Agent of this corporation is Felino Macias, of 12890 SW 8 Street, Miami, Florida 33184-1309.

Article VI - Initial Board of Directors and Officers

This corporation shall have two (2) directors initially. The number of directors may either increase or diminish from time to time by the bylaws, but shall never be less than one (1). The



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initial directors of this corporation are Felino Macias, of 12890 SW 8 Street, Miami, Florida 33184-1309, and Jose Rene Caraballo, of 12890 SW 8 Street, Miami, Florida 33184-1309, who shall also respectively as the initial president, and as vice-president, treasurer and secretary of the corporation.

Article VII - Incorporator

The name and address of the person signing these Articles is Felino Macias, of 12890 SW 8 Street, Miami, Florida 33184-1309.

Article VIII - Beginning of Corporate Existence

This corporation shall begin its corporate existence five (5) days before these articles are filed with the State of Florida, Secretary of State.

Article IX - By-Laws

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

IN WITNESS WHEREOF, the undersigned incorporated has executed these Articles of Incorporated, this January 27, 2003.

Felino Macias

Felino Macias

12890 SW 8 Street, Miami, Florida 33184-1309

Prepared by: Ricardo Martinez-Cid

1699 Coral Way, Suite 510, Miami, Florida 33145

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CERTIFICATE DESIGNATING THE ADDRESS AND
AN AGENT UPON WHOM PROCESS MAY BE SERVED

WITNESSETH:

That NUEVO EXITO SUPERMARKET CORPORATION, desiring to organize under the laws of the State of Florida, which will have its principal office in the State of Florida, County of Miami-Dade, has named Felino Macias, of 12890 SW 8 Street, Miami, Florida 33184-1309, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named by the first Board of Directors of
NUEVO EXITO SUPERMARKET CORPORATION

to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby agree to act in the capacity of Registered Agent for said corporation, and agree to comply with the applicable provisions of the Florida Statutes this January 27, 2003.

Felino Macias
Felino Macias
Registered Agent

Prepared by: Ricardo Martinez-Cid
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ASSIGNMENT OF SUBSCRIPTION

FOR VALUE RECEIVED, Felino Macias hereby assigns to Jose Rene Caraballo, one-half (½) of all subscription rights in and to Nuevo Exito Supermarket Corporation, a Florida corporation.

Felino Macias
Felino Macias