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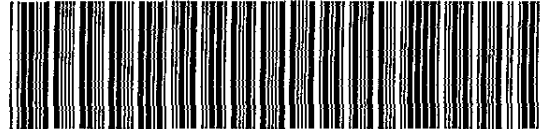
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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KLEIN & KLEIN, P.A.

Attorneys at Law
333 NW 3rd Avenue
Ocala, Florida 34475

HARVEY R. KLEIN
H. RANDOLPH KLEIN

PHONE (352) 732-7750
FAX (352) 732-7754

February 17, 2003

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee FL 32301

Re: LA ESTRELLA Latin Market, Inc.

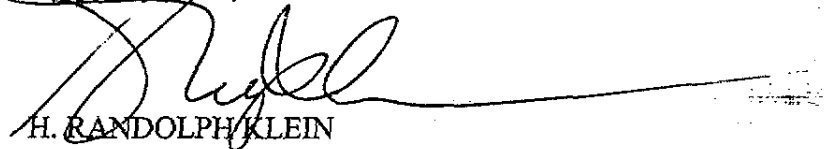
Gentlemen:

Enclosed are the following items:

1. Our check payable to you in the sum of \$43.75 to cover the filing fee and certified copy.
2. Original, signed Amended and Restated Articles of Incorporation of LA ESTRELLA Latin Market, Inc.

Please file the Amended and Restated Articles of Incorporation for this corporation and send the certified copy to this office.

Very truly yours,



H. RANDOLPH KLEIN

HRK/cas
Encl.

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
LA ESTRELLA LATIN MARKET, INC.**

The undersigned hereby file these Amended and Restated Articles of Incorporation of the above named corporation and state:

I.

The name of the corporation shall be:

LA ESTRELLA Latin Market, Inc.

II.

The general purpose for which the corporation is organized shall include the transaction of any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

III.

The aggregate number of shares of capital stock which the corporation shall have authority to issue shall be 1,000 shares of no par value stock, which stock shall qualify under Section 1244, Internal Revenue Service Code.

IV.

The corporation's principal office, registered office and mailing address shall be:

**2415 N.E. 8th Road
Ocala, FL 34470**

and the name of its initial Registered Agent at such address shall be:

SANDRA M. SALGADO

V.

The corporation shall have no Directors and the business of the corporation shall be managed by the stockholders.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VI.

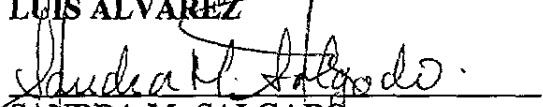
The name and address of the incorporators are:

LUIS ALVAREZ
3615 N.E. 22nd Avenue
Ocala, FL 34470

SANDRA M. SALGADO
3615 N.E. 22nd Avenue
Ocala FL 34470

IN WITNESS WHEREOF, the incorporators have caused this instrument to be executed this 17th day of February, 2003.

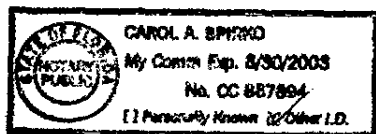

LUIS ALVAREZ



SANDRA M. SALGADO

STATE OF FLORIDA
COUNTY OF MARION

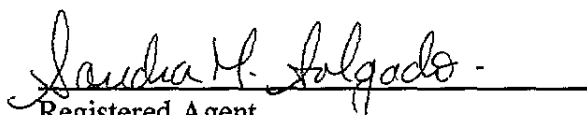
Before me, a Notary Public this day personally appeared LUIS ALVAREZ and SANDRA M. SALGADO, husband and wife, who are personally known to me or produced FL DRIVERS LICENSE as identification, who executed the foregoing instrument and acknowledged before me the execution thereof for the uses and purposes therein stated and expressed.

WITNESS my hand and official seal at Ocala, Marion County, Florida, this 17th day of February, 2003.




Notary Public, State of Florida
My Commission Expires:

Having been named Registered Agent of LA ESTRELLA LATIN MARKET, INC., I hereby accept said office and agree to comply with the provisions of Chapter 607, Florida Statutes as same pertains to the office of Registered Agent.


Registered Agent