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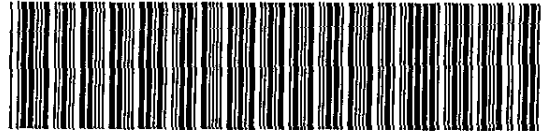
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31 March 2003

Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

**RE: Articles of Incorporation for
Mery's Meat Market and Latin Grocery, Inc.**

To Whom It May Concern:

Please find enclosed the Articles of Incorporation (in duplicate) for the above referenced filing, along with our check in the amount of **\$79.00** to cover the fees for filing. Please file these Articles of Incorporation and return the file-stamped copy to us in the attached pre-filled, postage paid envelope.

If you have any questions concerning this request, please do not hesitate to contact me. Thank you in advance for cooperation and assistance.

Very truly yours,

Scott H. Sharp

:shs
Enclosures

(ccbl\letters\flagent2.ltr)

ARTICLES OF INCORPORATION

OF

MERY'S MEAT MARKET AND LATIN GROCERY, INC.
A CLOSE CORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

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TALLAHASSEE FLORIDA

FIRST. The name of this Corporation is: **MERY'S MEAT MARKET AND LATIN GROCERY, INC.**

SECOND. The principal office of the Corporation is located at 1955 Coronado Rd., Ft. Myers, FL 33901

THIRD. The amount of the authorized capital stock of this corporation is 1,000 shares with a par value, of \$1.00 per share. All of the said stock is common stock of one class.

FOURTH. Its registered office in the State of Florida is to be located at 2300 Coral Point Dr. Cape Coral, FL 33990. The registered agent in charge thereof at this address is Xavier J. Fernandez

FIFTH. The names of the directors of this corporation are:

Rafael Jimenez Perez
Luis Perez

SIXTH. The name and mailing address of the incorporator is as follows: Scott H. Sharp., Suite 201, 910 Foulk Road, Wilmington, New Castle County, Delaware 19803-3111.

SEVENTH. All of the corporation's issued stock, exclusive of treasury shares, shall be held of record by not more than thirty (30) persons.

EIGHTH. All of the issued stock shall be subject to one or more of the restrictions on transfer permitted by the Florida Business Corporation Act.

NINTH. The corporation shall make no offering of any of its stock of any class which would constitute a "public offering" within the meaning of the United States Securities Act of 1933, as it may be amended from time to time.

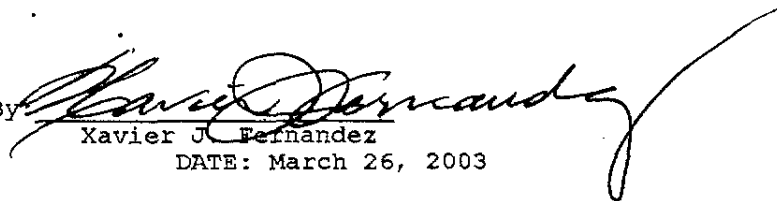
TENTH. The undersigned, being the incorporator hereinabove named, for the purpose of forming a corporation pursuant to the Business Corporation Act of the State of Florida, do make this certificate, acknowledging under the penalty of perjury, hereby declaring and certifying that this Instrument is the act and deed of Scott H. Sharp and the facts herein are true, and accordingly have hereunto caused this Certificate to be executed by Scott H. Sharp. this 26th day of March 2003.

BY: Scott H. Sharp
Scott H. Sharp, Incorporator

Having been named as registered agent and to accept service of process for the above named corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Xavier J. Fernandez

By



Xavier J. Fernandez

DATE: March 26, 2003

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