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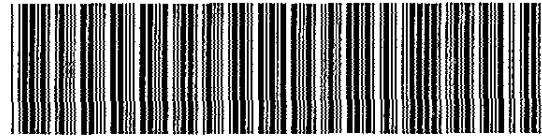
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DIVISION OF CORPORATIONS
04 MAR 10 AM 10:12
RECEIVED
04 MAR 10 AM 11:53
STATE
CORPORATIONS
FALLING SPRING, FLORIDA

3-15-04
40-51-04



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

RECEIVED
04 MAR 12 PM 2:40
DIVISION OF CORPORATION

March 11, 2004

CAPITAL CONNECTION INC.
417 E. VIRGINIA STREET
SUITE 1
TALLAHASSEE, FL 32301

SUBJECT: CURLEY'S FOOD COOPERATIVE CORPORATION
Ref. Number: W04000009728

We have received your document for CURLEY'S FOOD COOPERATIVE CORPORATION and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

No person doing business in this state shall be entitled to use the word "cooperative" as part of its corporate or other business name unless it has complied with the provisions of Chapter 617, 618, or 619, Florida Statutes.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6973.

Claretha Golden
Document Specialist
New Filings Section

Letter Number: 404A00016291

RE-SUBMIT
PLEASE OBTAIN THE ORIGINAL
FILE DATE

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Curley's Food Cooperative Corp.

Signature _____

Requested by: _____

Name

Date

Time

Walk-In _____

Will Pick Up _____

- ☒ Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- ☒ Cert. Copy _____
- _____ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

ARTICLES OF INCORPORATION

OF

Curley's Food

CORPORATION
a Florida corporation

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
04 MAR 10 AM 10:12

ARTICLE I: NAME

The name of this Corporation is:

Curley's Food CORPORATION
a Florida corporation

ARTICLE II: ADDRESS

The principal office and mailing address of the corporation shall be:

6025 N.W. 6th Court
Miami, Florida 33127

ARTICLE III: PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under Chapter 607 of the Florida Statutes.

ARTICLE IV: STOCK

The Corporation is authorized to issue **ONE HUNDRED (100)** shares of common stock, with a par value of \$1.00 per share.

ARTICLE V: REGISTERED AGENT AND OFFICE

The name of the initial registered agent and the street address of the initial registered office of the corporation are:

Calvin Scott
6025 N.W. 6th Court
Miami, Florida 33127

ARTICLE VI: PREFERRED SHARES/SPECIAL CLASS

This Corporation shall not issue preferred shares or a special class of shares in a series.

ARTICLE VII: PREEMPTIVE RIGHTS

The shareholders are not entitled to preemptive rights.

ARTICLE VIII: DIRECTORS

The number of initial directors of the corporation is THREE (3). The name and address of the initial directors of the corporation are:

Calvin Scott
17470 N.W. 18th Avenue
Opa Locka, Florida 33055

Lavern Scott
17470 N.W. 18th Avenue
Opa Locka, Florida 33055

Miller J. Dawkins
1385 N.W. 50 Street
Miami, Florida 33142

The number of directors may be increased or decreased from time to time as provided in the by-laws of the corporation.

ARTICLE IX: OFFICERS

The President shall be:
Calvin Scott
17470 N.W. 18th Avenue
Opa Locka, Florida 33055

The Treasurer shall be:
Miller J. Dawkins
1385 N.W. 50 Street
Miami, Florida 33142

The Secretary shall be
Lavern Scott
17470 N.W. 18th Avenue
Opa Locka, Florida 33055

ARTICLE X: INCORPORATORS

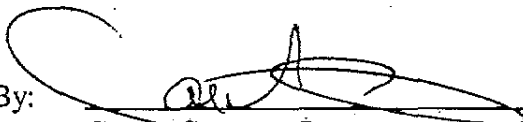
The name and address of the Incorporator of the corporation is:

Calvin Scott
17470 N.W. 18th Avenue
Opa Locka, Florida 33055

ARTICLE XI: INDEMNIFICATION

The corporation agrees to indemnify its officers, directors and employees to the fullest extent allowed by law.

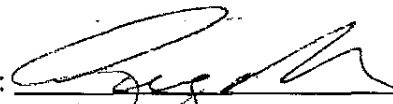
IN WITNESS WHEREOF, the undersigned has executed these Amended Articles of Incorporation this 9 day of March, 2004.

By: 
Calvin Scott, as Incorporator

STATE OF FLORIDA)
 : ss
COUNTY OF MIAMI-DADE)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set above, personally appeared Calvin Scott, who, upon his oath, executed the foregoing instrument for the purposes expressed therein.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 9th day of March, 2004.

By: 
Notary Public, State of Florida

 Georgina Valdes
My Commission DD019305
State of Florida Expires: April 19, 2005

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent contained in the foregoing Articles of Incorporation.

By: 
Calvin Scott