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CLERK OF STATE
TALLAHASSEE, FLORIDA
08/24/04 11:30:00

752/29/04



ACCOUNTING & TAX SERVICE, INC.

2825 N. University Drive, Ste 410 • Coral Springs, Florida 33065
(954) 752-3909 • Fax: (954) 752-7480

August 10, 2004

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Dear Sir/Madam:

Enclosed are two (2) copies of Articles of Incorporation of

TRADER JOE, INC.

and the appointment of registered agent for filing purposes.

Also enclosed is a check in the amount of \$70.00 to cover charter tax, filing fees and registered agent filing fee. No certified copy is requested at this time.

Please remit the approved Articles of Incorporation to the above address.

Thank you in advance for your prompt attention to this matter.

Sincerely,

K & K Accounting & Tax Service, Inc.
Donna Kent,
President

ARTICLES OF INCORPORATION

OF

TRADER JOE, INC.

The Undersigned, acting as Incorporator of a corporation in the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

1. The name of the corporation is as follows:

TRADER JOE, INC.

2. The period of its duration is perpetual.
3. The purpose is to engage in business permitted under the laws of the United States and the State of Florida.
4. The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows: 1,000 shares at \$1.00 per share, common stock. All of the stock shall be payable in cash or other property, real or personal, tangible or intangible, or in labor or services actually performed for the corporation, in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation.
5. This corporation shall commence to exist on the date, which the Articles of Incorporation are filed in the Office of the Secretary of State of Florida.

FILED
06 JUN 26 PM 3:35
CLERK OF STATE
TALLAHASSEE, FLORIDA

6. The Principal Office, Registered Agent and Registered Office address is:

JOSEPH JOHNSON
21021 N.E. 25 COURT
MIAMI, FLORIDA 33180

7. The number of Directors constituting its initial Board of Directors is (1), whose name and address is as follows:

JOSEPH JOHNSON
21021 N.E. 25 COURT
MIAMI, FLORIDA 33180

8. The name and address of the initial Incorporator is as follows:

JOSEPH JOHNSON
21021 N.E. 25 COURT
MIAMI, FLORIDA 33180

9. This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto and any right conferred upon the shareholders is subject to this reservation. "I am familiar with and accept the duties and responsibilities as registered agent for said corporation".

Signed on the following date: 8-13-, 2004.

JOSEPH JOHNSON
Registered Agent

JOSEPH JOHNSON
Incorporator

SWORN TO AND SUBSCRIBED

BEFORE ME THIS 13 DAY OF AUGUST, 2004

NOTARY PUBLIC
STATE OF FLORIDA
64 AUG 24 PM 3:36
MILLER ASSOC. FLORIDA

STATE OF FLORIDA }

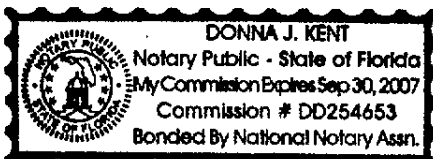
COUNTY OF BROWARD }

BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgements, personally appeared **JOSEPH JOHNSON**, who after first being duly sworn, deposes and say that they are the persons described in and who subscribed to the Articles of Incorporation, they did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth and furthermore, that the above facts are true and correct to the best of the knowledge and belief of **JOSEPH JOHNSON**.

SWORN TO AND SUBSCRIBED

before me this 13 day of AUGUST, 2004.

My Commission Expires:



NOTARY PUBLIC
STATE OF FLORIDA