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LEONARD ALTERMAN

ATTORNEY AT LAW

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September 30, 2004

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32314

Re: Mi Tierra Spanish Grocery #3, Inc.

Gentlemen and Ladies:

I am enclosing an original and one copy of the Articles of Incorporation and Designation of Registered Agent of MI TIERRA SPANISH GROCERY #3, INC. Also enclosed is a check in the amount of \$78.75 as payment for the following amounts:

\$35.00 - Filing Fee
8.75 - Certified Copy
35.00 - Resident Agent Designation

I would appreciate your returning the certified copy to me at your earliest convenience. Thank you for handling this.

Sincerely,



Leonard Alterman

LA/bjw
Enclosures

ARTICLES OF INCORPORATION
OF
MI TIERRA SPANISH GROCERY #3, INC.

The undersigned for the purpose of organizing and incorporating a corporation pursuant to the laws of the State of Florida, hereby makes, subscribes, acknowledges, and files these Articles of Incorporation.

ARTICLE I

NAME OF THE CORPORATION

The name of this corporation shall be MI TIERRA SPANISH GROCERY #3, INC.

ARTICLE II

PRINCIPAL OFFICE

The principal office of the corporation shall be at: 224-A San Marco Avenue, St. Augustine, Florida 32084.

ARTICLE III

DURATION OF CORPORATION

This corporation shall exist in perpetuity, unless sooner dissolved in accordance with law; and its existence shall commence on the date of signing of these Articles of Incorporation.

ARTICLE IV

GENERAL PURPOSE

The general purposes for which this corporation is organized shall include the transaction of any or all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE V

CAPITAL STOCK

The corporation shall have the authority to issue but one class of stock. It shall have the authority to issue 7500 shares of common stock, each of which shall have a par value of \$1.00 and shall have voting rights. Each shareholder shall have preemptive right.

ARTICLE VI

INITIAL REGISTERED OFFICE

The street address of the corporation's initial registered office and the name of its initial registered agent for service of process within the state of Florida at such address are:

Registered Agent:	Louis David
Address:	12627 San Jose Boulevard, Suite 306 Jacksonville, FL 32223

ARTICLE VII

DIRECTORS

The corporation shall have not less than one and not more than five directors. The number

of directors may be either increased or decreased from time to time by an amendment of the by-laws of the corporation in the manner provided by the law or by the by-laws but shall never be less than one.

ARTICLE VIII

INITIAL DIRECTORS

The name and address of the initial directors of the corporation are as follows:

ARTURO ESCAMILLA
2743 Canyon Falls Drive
Jacksonville, FL 32224-4842

RAMON ESCAMILLA
224-A San Marco Avenue
St. Augustine, FL 32084

RAYMUNDO C. JAIME
P. O. Box 60691
Savannah, GA 31420-0691

ARTICLE IX

INCORPORATOR

The name and address of the incorporator is as follows:

ARTURO ESCAMILLA
2743 Canyon Falls Drive
Jacksonville, FL 32224-4842

IN WITNESS WHEREOF, the undersigned has hereunto set their hands and seals on this the 24th day of September, 2004.


ARTURO ESCAMILLA

ACCEPTANCE BY REGISTERED AGENT

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

LOUIS DAVID

Date _____

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LOUIS DAVID

Date 9-27-04

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