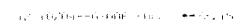


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FICE USE ONLY(DOCUMENT #)						
AZARUS CORPORATE FILING	SERVICE					
20 S.W. 87 AVENUE						
IAMI, FLORIDA (305)552-5973						
	OFFICE USE ONLY					
CORPORATION NAME(S) & DOCI	JMENT NUMBER(S) (if known):					
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(Corporation Name) (Document #)						
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4. (Corporation Name)	(Document #)					
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Other	Merger					
OTHER FILINGS	REGISTRATION/					
Annual Report	QUALIFICATION					
	Foreign '.					
	Limited Partnership					
	Reinstatement					
	Trademark					

Other

Examiner's Initials

CR2E031(9/92)

ARTICLES OF INCORPORATION OF:

D & J SUPERMARKET, CORP. 548 East 50th Street Hialeah Florida 33013

ARTICLE I - NAME

The name of this componation is: D & J SUPERMARKET, CORP.

ARTICLE II - DURATION

This corporation is to exist perpetually. It shall commence its existence upon the signing of these Articles of Incorporation by the initial subscribers.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all business permitted under the laws of the United States of America and the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This componation is authorized to issue 500 (FIVE HUNDRED) shares \$1.00 (ONE DOLLAR) per value.

Shares may be issued for such consideration as is determinated from time to time by the stockholders.

This power which is herely reserved unto the stockholders by right, may, and it is herely delegated, unto the Board of Directors. The Board may issue the shares of this corporation for such consideration as is determined from time to time by the Board, unless and until the stockholders by affirmative action communicate to the Board, in writing, their decision to determine the consideration for the issuance of non-issued or sale of treasury shares. This action by stockholders will not affect prior action by the Board.

The consideration for the issuance of shares or for the disposal of treasury shares may be paid, in whole or in part, in cash or other property, tangille or intangible, or in labor or services actually performed for the corporation. Shares may not be issued until the full amount of the consideration for which shares are to be issued shall have been received by the corporation, such shares shall be deemed to be fully paid and honassesseable.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this componation of the same kind, class or series as that which be already holds,

shall have the night to purchase this pro ratashare thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED DIFFICE AND AGENT

The street address of the initial registered office of this componation

548 East 50th Street, Hialeah, Florida 33013

and the name of the initial registered agent of this componation at that address

is DISLAINE SANCHEZ

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have $\underline{\text{TWO}}$ (2) Director (s) initially. The number of Directors may be increased or diminished from time to time in such marrer as may be prescribed by the By-laws but shall never be less than one (1).

ARTICLE VIII - INITIAL DIRECTORS

The name and street address of each of the members of the initial Board of Directors of this componation is:

Name	Address	
DISLAINE SANCHEZ, PRESIDENT (OWNER 50% OF SHARES)	548 East 50th Street, Hialeah Florida 33013	
JUANA M. GARCIA, VICE-PRESIDENT (OWNER 50% OF SHARES)	9203 N. W. 121st Terrace, Hialeah Gardens, Florida 33018	

ARTICLE IX - INDEMNIFICATION

The componation shall indemnify and hold harmless any person who shall serve at any time hereafter as a Director on Officer of the componation, and any person who serves at the request of this componation, as a director on officer of any other componation, from and against any and all claims and liabilities to which such person shall become subject by reason of his baving heretofore on hereafter taken on omitted by him as such director on officer, and shall reimburse each such person for all legal and other expenses provided that no person shall be indemnified against, on be reimbursed for any expenses incurred in connection with any claim on liability as to which it shall be adjudged that such officer, on director is liable for negligence on willful misconduct in the performance of his duties.

The rights accounting to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled or shall

anything herein contained restrict the right of the corporation to indemnify or reintures such person in any proper case even though not specifically herein provided for.

No contract on other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of the componation are pecuniarily on otherwise interested in, on are director or officers of such other corporation; any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract on transaction of the corproation, provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the Board of Directors of such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the corporation who is also a director or officer of such other corporation or is so interested may be counted in determining the existence of a quonum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with the like force and effect as if he were not such director or officer of such other corporation or not so interested.

ARTICLE X - REMOVAL OF DIRECTOR

Any director or the entire Board of Directors may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of Directors, at a special meeting of shareholders, called expressly for that purpose.

ARTICLE XI - INCORPORATORS

The name and street address of each subscriber of these Articles of Incorporation is:

Name

<u>Address</u>

DISLAINE SANCHEZ, PRESIDENT

548 E. 50 St., Hialeah, Fl.33018.

JUANA M. GARCIA, VICE-PRESIDENT

9203 NW 121 Terrace, Hialeah Gardens, Fl.33018

ARTICLE XII - BY-LAWS

The power to adopt, alter, amend, or repeal By-Laws shall be voted in the Board of Directors, By-Laws adopted by the Board of Directors may be repealed or changed and new By-Laws may be adopted by the shareholders, and the shareholders may prescribe in any By-Laws made by them that such By-Laws shall not

le altered, amended, on repealed by the Board of Directors.

ARTICLE XIII - POWERS

This componation shall have all powers necessary on convenient to effect its purposes and enumerated in the Florida General Componation Act.

All components powers shall be exercised by on under the authority of, and the business and alkalis of this componentian shall be amnaged under the direction of the Board of Directors.

ARTICLE XIV - AMENDMENT

These Articles of Incorporation may be amended in the marrer provided by two. Every amendment shall be approved by the Board of Directors, proposed by trem to the stockholders and approved at a stockholders meeting a majority of the stock entitled to vote thereon.

IN WITHESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 8th day of <u>December</u> of 2004.

DISLAINE SANCHEZ, PRES.

JUANA M. GARCIA, VICE-PRES.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091 Florida Statutes, the following is submitted, in compliance with said Act:

First: That	D&JS	UPERMARKET,	CORP.
desiring to organ	ize under the l	laws of the St	ate of Florida
with its principa	i office, as in	ndicated in th	e Articles of
Incomponation at (City of Miami,	County of Dad	e, State of
Florida, has named	DISLAINE S	ANCHEZ	
located at 548	East 50th St	reet	
city of Hialeah	<u> </u>	_ County of _	Miami-Dade,
State of Florida,	as its agent t	o accept serv	ices of process
within this State.			

ACKNOWLEDGEMENT:

Naving been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Dislaine Sanchez

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