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To:

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Fax Number : (850) 205-0381

From:

Account Name : MARQUEZ & MARCELO-ROBAINA, P.A.
Account Number : 075132001371
Phone : (305) 447-1160
Fax Number : (305) 447-1194

2004 DEC 22 A 9 42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

FLORIDA PROFIT CORPORATION OR P.A.

Food Star Supermarket #5, Inc.

| | |
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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

December 22, 2004

MARQUEZ & MARCELO-ROBAINA, P.A.

SUBJECT: FOOD STAR SUPERMARKET #5, INC.
REF: W04000046629

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please enter the city and state of the corporation.

An effective date may be added to the Articles of Incorporation if a 2005 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

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) 245-6962.

Valerie Ingram
Document Specialist
New Filings SectionFAX Aud. #: H04000250855
Letter Number: 704A00070987

Audit No.
H04000250855

FOOD STAR SUPERMARKETS

10131 SW 4th STREET
MIAMI, FLORIDA 33174

TELEPHONE (305) 559-1487
FAX (305) 559-9124

To: Secretary of State
State of Florida

The undersigned, as President of Food Star Supermarket, Inc. and Food Star Supermarket #6, Inc., two corporations duly organized and existing under the laws of the State of Florida, does hereby grant permission and approve the filing of Articles of Incorporation for the following named new corporations:

Food Star Supermarket #2, Inc.
Food Star Supermarket #3, Inc.
Food Star Supermarket #4, Inc.
Food Star Supermarket #5, Inc.
Food Star Supermarket #7, Inc.

I understand that this approval is necessary due to the similarity of the names.

Signed, Sealed and Delivered
In the presence of:

[Signature]
Celia M. Nunez

Food Star Supermarket, Inc., and
Food Star Supermarket #6, Inc.

By *[Signature]*
Diosdado Hernandez
President

ATTEST: *[Signature]*
Diosdado Hernandez
Secretary

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 20th day of December, 2004, by DIOSDADO HERNANDEZ, as President and Secretary of Food Star Supermarket, Inc., and Food Star Supermarket #6, Inc., both Florida corporations, who is personally known to me.

[Signature]
NOTARY PUBLIC



Audit No.
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2004 DEC 22 A 9:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FAX AUDIT No.
E04000250855

ARTICLES OF INCORPORATION
OF
FOOD STAR SUPERMARKET #5, INC.

The undersigned, acting as Incorporator of a Corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I
NAME

The name of this Corporation is **FOOD STAR SUPERMARKET #5, INC.**

ARTICLE II
DURATION

This Corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III
PURPOSE

The general purposes for which this Corporation is organized are the following:

A. To engage in and transact any lawful business for which a corporation may be incorporated under the Florida Business Corporation Act. No other purpose limits these general purposes in any way.

B. To do such other things as are incidental to the purposes of this Corporation, or necessary or desirable in order to accomplish them.

ARTICLE IV
CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is Two hundred thousand (200,000) shares of Common Stock, having a par value of ONE and 00/XX (\$1.00) dollar per share. All said shares shall be payable in cash, property, labor, or services at a valuation to be fixed by the Board of Directors.

ARTICLE V
ADDRESS

The address of the principal office of this Corporation is: 10855 SW 72 Street, Bay #33, Miami, Florida 33173-2720.

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TALLAHASSEE, FLORIDA

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ARTICLE VI
DIRECTORS

The number of Directors constituting the initial Board of Directors is One (1). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one (1).

ARTICLE VII
INITIAL DIRECTORS / OFFICERS

The name and address of the initial Director / Officer of this Corporation are:

| | | |
|--------------------|-----------------------------------|---|
| DIOSDADO HERNANDEZ | DIRECTOR President / Secretary | 10131 SW 4 th Street Miami, FL 33174-4801 |
|--------------------|-----------------------------------|---|

ARTICLE VIII
INCORPORATOR

The name and address of the Incorporator signing these Articles of Incorporation are:

| | |
|--------------------|---|
| DIOSDADO HERNANDEZ | 10131 SW 4 th Street Miami, FL 33174-4801 |
|--------------------|---|

ARTICLE IX
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial Registered Office of this Corporation is 782 NW LEJEUNE ROAD, SUITE 548, MIAMI, FLORIDA 33126, and the name of the initial Registered Agent at that address is MARQUEZ & MARCELO-ROBAINA, P.A.

ARTICLE X
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholders' Meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain Amendment to these Articles of Incorporation be made.

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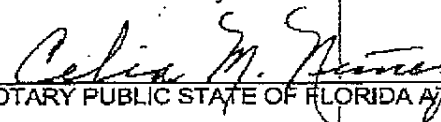
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation, this 20th day of December, 2004.

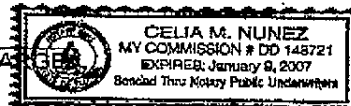

DIOSDADO HERNANDEZ
Incorporator

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE

BEFORE ME, the undersigned authority, personally appeared, DIOSDADO HERNANDEZ, to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 20th day of December, 2004.


NOTARY PUBLIC STATE OF FLORIDA AT LARGE



ACCEPTANCE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

I, the undersigned person, having been named as Registered Agent and to accept service of process for the above-stated Corporation at the place designated in this statement, 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.

MARQUEZ & MARCELO-ROBAINA, P.A.

By 
Jose M. Marquez Esq.

DATE: December 20, 2004

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