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Division of Corporations
Fax Number : (850)205-0381

From:

Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
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DOMESTICATION

FARM STORES GROCERY, INC.

Certificate of Status	1
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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

August 3, 2005

CORPORATE CREATIONS INTERNATIONAL INC

SUBJECT: FARM STORES GROCERY, INC.
REF: W05000036602

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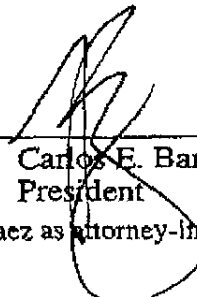
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CERTIFICATE OF DOMESTICATION

On behalf of Farm Stores Grocery, Inc. ("the Corporation"), a foreign corporation, the undersigned hereby certifies that:

1. The date on which the Corporation was first formed was: September 30, 1999
2. The jurisdiction where the Corporation was first incorporated was: Delaware
3. The name of the Corporation immediately prior to filing of this Certificate was:
Farm Stores Grocery, Inc.
4. The name of the Corporation as set forth in the Articles of Incorporation to be filed with this Certificate is:
Farm Stores Grocery, Inc.
5. The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the Corporation, or any other equivalent thereto under applicable law, immediately prior to the filing of this Certificate was: Delaware.

The undersigned authorized signatory on behalf of the Corporation executed this Certificate of Domestication on the date below.


Name: Carlos E. Bared
Title: President
by T. Bacz as attorney-in-fact

Date: August 2, 2005

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ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is:
Farm Stores Grocery, Inc.

Article II. Address

The Corporation's mailing address is:
Farm Stores Grocery, Inc.
5800 NW 74th Avenue
Miami FL 33166

Article III. Registered Agent

The name and address of the Corporation's registered agent is:
Corporate Creations Network Inc.
11380 Prosperity Farms Road #221E
Palm Beach Gardens FL

33410

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:

Carlos E. Bared

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

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Article V. Capital Stock

The aggregate number of shares of all classes of capital stock that this corporation shall have authority to issue is ten million (10,000,000) shares of common stock, \$0.01 par value per share ("Common Stock"), and one million (1,000,000) shares of Preferred Stock, \$0.01 par value per share ("Preferred Stock"). All shares of Common Stock to be issued must be voting securities and, as to all classes of such voting securities, voting power must be appropriately distributed by the Board of Directors of the Corporation on a proportional one-vote-per share basis. Shares of Preferred Stock may be issued from time to time in one or more classes or one or more series within any class; and the Board of Directors of the Corporation is hereby authorized, subject to the limitations provided by law, to establish and designate such classes or series of the Preferred Stock, to fix the number of shares constituting each class or series and to fix by resolution or resolutions the voting power, full or limited, and such designations, preferences and relative, participating, optional or other special rights and qualifications, limitations or restrictions thereof, and to increase or decrease the number of shares constituting each class or series. The Corporation shall not have the power or authority to issue any shares of capital stock without voting power.

Article VI. Management

Provisions for the management of the business and for the conduct of the affairs of this corporation and provisions creating, defining, limiting and regulating the powers of this corporation, the directors and the stockholders are as follows:

(a) The Board of Directors shall have the power to make, adopt, alter, amend and repeal the bylaws of this Corporation without the assent or vote of the stockholders, including, without limitation, the power to fix, from time to time, the number of directors that shall constitute the whole board of directors of this corporation subject to the right of the stockholders to alter, amend and repeal the bylaws made by the board of directors,

(b) Election of directors of this corporation need not be by written ballot unless the bylaws so provide.

(c) The directors, in their discretion, may submit any contract or act for approval or ratification at any annual meeting of the stockholders or at any meeting of the stockholders called for the purpose of considering any such act or contract, and any contract or act that shall be approved or be ratified by the vote of the holders of a majority of the stock of this corporation that is represented in person or by proxy at such meeting and entitled to vote thereat (provided that a lawful quorum of stockholders be there represented in person or by proxy) shall be as valid and as binding upon this corporation and upon all the stockholders as though it had been approved or ratified by every stockholder of this corporation, whether or

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not the contract or act would otherwise be open to legal attack because of directors interest, or for any other reason.

(d) In addition to the powers and authority hereinbefore or by statute expressly conferred upon them, the Board of Directors of this corporation is hereby expressly empowered to exercise all such powers and to do all such acts and things as may be exercised or done by this corporation; subject, nevertheless, to the provisions of the Florida Statutes and of these Articles of Incorporation as each may be amended, altered or changed from time to time and to any bylaws from time to time made by the directors or stockholders: provided, however, that no bylaw so made shall invalidate any prior act of the board of directors that would have been valid if such bylaw had not been made.

(e) Whenever this corporation shall be authorized to issue more than one class of stock, the holders of the stock of any class that is not otherwise entitled to voting power shall not be entitled to vote upon the increase or decrease in the number of authorized shares of such class.

Article VII. Protection Against Personal Liability

To the fullest extent permitted by the Florida Statutes, as the same exist or may hereafter be amended, a director of this corporation shall not be personally liable to this corporation or its stockholders for monetary damages for breach of fiduciary duty by a director. If the Florida Statutes are amended after approval by the stockholders of this provision to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of this corporation shall be eliminated or limited to the fullest extent permitted by the Florida Statutes, as so amended, any repeal or modification of this article by the stockholders of this corporation shall not adversely affect any right or protection of a director of this corporation existing at the time of such repeal or modification or with respect to events occurring prior to such time.

Article VIII. Indemnification

(a) Each person who was or is made a party or is threatened to be made a party to or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter a "proceeding") by reason of the fact that he or she is or was a director or officer of the corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as such director or officer or additionally in the case of another corporation, as an employee or agent or in any other capacity while serving as such director, officer, employee or agent shall be

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indemnified and held harmless by the corporation to the fullest extent authorized by the Florida Statutes, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the corporation to provide broader indemnification rights than said law permitted the corporation to provide prior to such amendment), against all expense, liability and loss (including attorneys' fees, judgments, fines, other expenses and losses, amounts paid or to be paid in settlement, and excise taxes or penalties arising under the Employee Retirement Income Security Act of 1974) reasonably incurred or suffered by such person in connection therewith and such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that, except as provided in paragraph (b) hereof, the corporation shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the board of directors of the corporation. The right to indemnification conferred in this Article shall be a contract right and shall include the right to be paid by the corporation the expenses (including attorneys' fees) incurred in defending any such proceeding in advance of its final disposition; provided, however, that the payment of such expenses incurred by a director or officer in his or her capacity as a director or officer (and not in any other capacity in which service was or is rendered by such person while a director or officer including, without limitation, service to an employee benefit plan) in advance of the final disposition of a proceeding, shall be made only upon delivery to the Corporation of an undertaking, which undertaking shall itself be sufficient without the need for further evaluation of any credit aspects of the undertaking or with respect to such advancement, by or on behalf of such director or officer, to repay all amounts so advanced if it shall ultimately be determined by a final, non-appealable order of a court of competent jurisdiction that such director or officer is not entitled to be indemnified under this Article or otherwise.

(b) If a claim under paragraph (a) of this Article is not paid in full by the Corporation within sixty (60) days after a written claim, together with reasonable evidence as to the amount of such expenses, has been received by the Corporation, except in the case of a claim for advancement of expenses (including attorneys' fees), in which case the applicable period shall be twenty (20) days, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall also be entitled to be paid the expense, including attorneys' fees, of prosecuting such claim. It shall be a defense to any such action, other than an action brought to enforce a claim for expenses (including attorneys' fees) incurred in defending any proceeding in advance of its final disposition where the required undertaking, if any is required, has been tendered to the Corporation, that the claimant has not met the standards of

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conduct which make it permissible under the Florida Statutes for the Corporation to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its board of directors or a committee thereof, independent legal counsel, or its stockholders) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he or she has met the applicable standard of conduct set forth in the Florida Statutes, nor an actual determination by the Corporation (including its board of directors or a committee thereof, independent legal counsel, or its stockholders) that the claimant has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct. In any suit brought by the indemnitee to enforce a right to indemnification or to an advancement of expenses hereunder, or by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the burden of proving that the indemnitee is not entitled to be indemnified, or to such advancement of expenses, under this Article or otherwise shall be on the Corporation.

(c) The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the certificate of incorporation, bylaw, agreement, vote of stockholders or disinterested directors or otherwise.

(d) The corporation may maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the corporation or another corporation, partnership, joint venture, trust or other enterprise against any such expense, liability or loss, whether or not the corporation would have the power to indemnify such person against such expense, liability or loss under the Florida Statutes.

(e) In the case of a claim for indemnification or advancement of expenses against the corporation under this Article arising out of acts, events or circumstances for which the claimant, who was at the relevant time serving as a director, officer, employee or agent of any other entity at the request of the corporation, may be entitled to indemnification or advancement of expenses pursuant to such other entity's certificate of incorporation or bylaws or a contractual agreement between the claimant and such entity, the claimant seeking indemnification hereunder shall first seek indemnification and advancement of expenses pursuant to any such certificate of incorporation, bylaw or agreement. To the extent that amounts to be indemnified or advanced to a claimant hereunder are paid or advanced by such other entity, the claimant's right to indemnification and advancement of expenses

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hereunder shall be reduced.

Article IX. Incorporator

The name and address of the incorporator is:

Corporate Creations International Inc.

941 Fourth Street

Miami Beach FL 33139

The undersigned incorporator executed these Articles of Incorporation on August 1, 2005.


CORPORATE CREATIONS INTERNATIONAL INC.

Taide Baez Vice President

Corporate Creations International Inc.

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

Farm Stores Grocery, Inc.

REGISTERED AGENT/OFFICE:

Corporate Creations Network Inc.
11380 Prosperity Farms Road #221E
Palm Beach Gardens FL 33410

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I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


CORPORATE CREATIONS NETWORK INC.
Taide Baez, Vice President

Date: August 2, 2005

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