

P05000139427

(Requestor's Name)

LIBERTY FOODS OF PALM BEACH, INC.
19181 GREEN GROVE CT
LOXAHATCHEE, FL 33476

(City/State/Zip/Phone #)

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(Business Entity Name)

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ARTICLES OF INCORPORATION
OF
LIBERTY FOODS OF PALM BEACH, INC.

The undersigned, for the purpose of forming a Corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of this Corporation is: LIBERTY FOODS OF PALM BEACH, INC.. The principal place of business of this Corporation is: 19181 Green Grove Ct., Loxahatchee, Florida 33476, which is the same as the registered office of this Corporation.

ARTICLE II

This Corporation shall have perpetual existence commencing of the filing of these Articles.

ARTICLE III

PURPOSE

The general purpose for which the Corporation is organized are the following:

- a. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.
- b. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.
- c. To engage in the operation of a business dedicated to the acquisition and sale of retail grocery items and to carry on any business necessary or incidental to the accomplishment or furtherance of the purpose of this Corporation.

ARTICLE IV

CAPITAL STOCK

The aggregate number of shares which the Corporation is authorized to issue is One Thousand (1,000) Shares of

common stock. Such shares shall be of a single class and shall have a par value of One Dollar (\$1.00) per share.

ARTICLE V
REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 19181 Green Grove Ct., Loxahatchee, Florida 33476. The name of its initial registered agent at that address is Makeswar F. Motilall.

ARTICLE VI
BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors for this Corporation is two (2). 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). The name and address of the initial directors of the Corporation is as follows:

Makeswar F. Motilall	19181 Green Grove Ct. Loxahatchee, Florida 33476
Nilwantie D. Paul	19181 Green Grove Ct. Loxahatchee, Florida 33476

ARTICLE VII
INCORPORATOR

The name and address of the person signing these Articles
of Incorporation is:

Makeshwar F. Motilall

19181 Green Grove Ct.
Loxahatchee, Florida 33476

ARTICLE VIII
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 at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

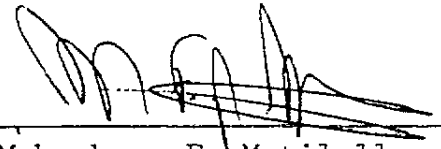
ARTICLE IX
INDEMNIFICATION

The Corporation shall indemnify each officer and director, including former officers and directors, to the full extent permitted by law.

ARTICLE X
BY-LAWS

The power to adopt, alter, amend and repeal the by-laws shall be invested in the Board of Directors, but all alterations, amendments and repeals of the by-laws must be approved by a majority of the stockholders.

INWITNESS WHEREOF, THE UNDERSIGNED, AS INCORPORATOR, has executed the foregoing Articles of Incorporation on this 11 day of October, 2005.

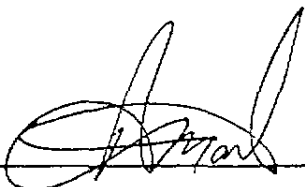


Makeshwar F. Motilall

STATE OF FLORIDA
COUNTY OF PALM BEACH

Before me, a Notary Public, personally appeared Makeshwar F. Motilall, to be known to be the person described as the

incorporator and who executed the foregoing Articles of
Incorporation, and acknowledged before me that they subscribed
to these Articles of Incorporation on the 11 day of
October, 2005.



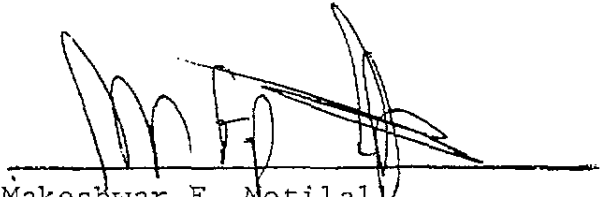
AMPARO MARTE
Notary Public, State of Florida at Large
My commission expires: 10-18-05



ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as registered agent of LIBERTY FOODS OF PALM BEACH, INC., which is contained in the foregoing Articles of Incorporation.

Dated this 11 day of October, 2005.



Makeshwar F. Motilal
19181 Green Grove Ct.
Loxahatchee, Florida 33476

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