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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STEPHEN K. LOFFREDO

ATTORNEY AT LAW
SUITE 216 SHOREVIEW BUILDING
9999 NORTHEAST 2ND AVENUE
MIAMI SHORES, FLORIDA 33138

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VIA FEDERAL EXPRESS

March 16, 2006

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

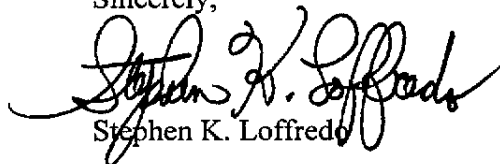
Re: New Filing, Brutus Groceries, Inc.

Dear Sir or Madam:

I am the attorney for the Incorporator of the captioned new corporation. Enclosed herein please find the original Articles of Incorporation for the captioned corporation. Please cause these to be filed in your division.

Also enclosed is an extra copy of the Articles, along with my check for the filing fees and a certified copy in the total sum of \$78.75. Thank you for your assistance.

Sincerely,



Stephen K. Loffredo

Encl.

Cc: Ms. Rosemary Brutus



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 17, 2006

STEPHEN K. LOFFREDO, ESQUIRE
9999 NE 2ND AVE, SUITE 216
MIAMI SHORES, FL 33138

SUBJECT: BRUTUS GROCERIES, INC.
Ref. Number: W06000013059

We have received your document for BRUTUS GROCERIES, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please verify the name Rosemary and Rosemarie. If the names are one person, please correct the names and signatures throughout the document.

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) 245-6933.

Dale White
Document Specialist
New Filing Section

Letter Number: 206A00018378

**ARTICLES OF INCORPORATION
FOR
Brutus Groceries, Inc.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of Chapter 607, Florida Statutes, the undersigned, being a natural person, hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE ONE – NAME

The name of the corporation shall be **Brutus Groceries, Inc.** This corporation shall be constituted and shall operate as a Florida Corporation for profit, the existence of which shall commence upon the filing of these Articles of Incorporation.

ARTICLE TWO – PRINCIPAL PLACE OF BUSINESS

The principal place of business and the mailing address of this corporation shall be 13176 Northwest 7th Avenue, North Miami, Florida 33168.

ARTICLE THREE – CAPITAL STOCK

The maximum number of shares this Corporation is authorized to issue is 100 shares, with a par value of \$10.00 per share, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE FOUR – REGISTERED OFFICE

The initial street address of the Corporation's Registered Office is 13176 Northwest 7th Avenue, North Miami, Florida 33168. The initial Registered Agent for the Corporation at that address is Rosemary Brutus.

ARTICLE FIVE – DIRECTORS

The initial Board of Directors shall consist of four members. This number may be increased or decreased from time to time in accordance with the Corporation's By-Laws,

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TALLAHASSEE, FLORIDA

but shall never be less than one. The name and address of the persons who shall be the initial Board of Directors is:

- | | |
|---|---|
| 1. Rosemary Brutus, President/Director
10401 Northeast 2 nd Avenue
Miami Shores, Florida 33138 | 3. Antoinette Joseph, Director
10401 Northeast 2 nd Avenue
Miami Shores, Florida 33138 |
| 2. Claudia S. Joseph, Director
10401 Northeast 2 nd Avenue
Miami Shores, Florida 33138 | 4. Claude Joseph, Jr.
10401 Northeast 2 nd Avenue
Miami Shores, Florida 33138 |

ARTICLE SIX – INCORPORATOR

The names and street address for the Incorporator of these Articles of Incorporation are as follows:

1. Rosemary Brutus
10401 Northeast 2nd Avenue
Miami Shores, Florida 33138

ARTICLE SEVEN – INDEMNIFICATION

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

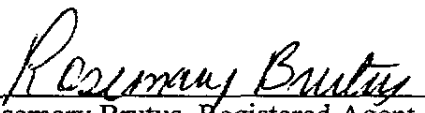
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 16 day of March, 2006.


ROSEMARY BRUTUS

ACCEPTANCE OF REGISTERED AGENT

The undersigned, having been named to accept service of process for Brutus Groceries, Inc., at the place designated in the Articles of Incorporation, states that the undersigned is familiar and accepts the obligations of that position pursuant to Section 607.051(3), Florida Statutes.

Date: 3/16/06

By: 
Rosemary Brutus, Registered Agent