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08 JAN -7 AM 10:31  
DIVISION OF STATE  
CORPORATIONS  
TALLAHASSEE, FLORIDA

FILED  
2008 JAN -7 A 10:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Handwritten signature and date 1-8-08*

# LAZARUS

CORPORATE FILING SERVICE  
3320 SW 87<sup>TH</sup> AVENUE  
MIAMI, FL 33165  
305-552-5973

Office Use Only

## CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. GROCERY DELIVERY SERVICES, INC.  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

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☐ Certificate of Status

### NEW FILINGS

- ☒ Profit  
☐ Not for Profit  
☐ Limited Liability  
☐ Domestication  
☐ Other

### AMENDMENTS

- ☐ Amendment  
☐ Resignation of R.A., Officer/Director  
☐ Change of Registered Agent  
☐ Dissolution/Withdrawal  
☐ Merger

### OTHER FILINGS

- ☐ Annual Report  
☐ Fictitious Name

### REGISTRATION/QUALIFICATION

- ☐ Foreign  
☐ Limited Partnership  
☐ Reinstatement  
☐ Trademark  
☐ Other

Examiner's Initials

ARTICLES OF INCORPORATION  
OF  
GROCERY DELIVERY SERVICES, INC.

**FILED**

2008 JAN -7 A 10: 52

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I NAME

The name of the corporation shall be GROCERY DELIVERY SERVICES, INC.

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation. The nature of business for this corporation shall be a delivery of groceries.

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 share of common stock having a par value of \$1.00 per share.

ARTICLE IV ADDRESS

The street address of the initial registered office of the corporation shall be 5865 SW 89 Avenue, Miami, Florida 33173 and the name of the initial Registered Agent for the corporation at the address is David Rodriguez.

ARTICLE V SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

ARTICLE VI TERM OF EXISTENCE

This corporation shall exist perpetually.

## ARTICLE VII LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

## ARTICLE VIII SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

This corporation shall have a minimum of one director. The initial Board of Directors and Officers shall consist of:

- |    |   |  |
|----|---|--|
| 1. | JACQUELINE RODRIGUEZ<br>5865 SW 89 Avenue<br>Miami, Florida 33173 | Director<br>President/Vice President/Treasurer/Secretary |
|----|---|--|

## ARTICLE IX INCORPORATOR

The name and address of the incorporator is:

DAVID RODRIGUEZ  
5865 SW 89 Avenue  
Miami, Florida 33173

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this

4<sup>th</sup> day of January, 2008.

Incorporator:

  
DAVID RODRIGUEZ

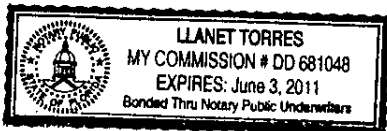
STATE OF FLORIDA


COUNTY OF MIAMI-DADE

The foregoing instrument was executed and acknowledged before me this 4<sup>th</sup> day  
of JANUARY, 2008, by David Rodriguez.

Personally Known: ✓

Produced Identification: N/A  
Type of I.D.



  
Notary Public  
State of Florida  
My Commission Expires:

6/3/11

**DESIGNATION OF AND ACCEPTANCE  
BY REGISTERED AGENT**

The following is submitted in compliance with the laws of the State of Florida. GROCERY DELIVERY SERVICES, INC., a corporation organizing under the laws of the State of Florida, with its principal office located at 5865 SW 89 Avenue, Miami, Fl. 33173, has named DAVID RODRIGUEZ whose address is 5865 SW 89 Avenue, Miami, Fl. 33173, as its Agent to accept service of process within this State.

**ACCEPTANCE**

I agree as Registered Agent to accept service of process; to keep the office during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

Registered Agent:

  
DAVID RODRIGUEZ

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

BEFORE ME, the undersigned authority, this day personally appeared DAVID RODRIGUEZ, who, after being duly sworn, deposes and says that the facts and matters contained above are true and correct, and that he has executed the same for the purposes expressed herein.

WITNESS my hand and official seal this 4th day of JANUARY, 2008.

Personally Known: ✓

Produced Identification: N/A  
Type of I.D.

  
Notary Public

My Commission Expires: (Seal)

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