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STATE OF FLORIDA
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MIAMI FL 33135- - 0
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FAX: (305) 541-3710

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: THE GROCERY DELIGHT, INC.
FAX AUDIT NUMBER: H95000000683
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ARTICLES OF INCORPORATION
OF
THE GROCERY DELIGHT, INC.

The undersigned subscriber to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

THE GROCERY DELIGHT, INC. (the "THE GROCERY")

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation, including but not limited to the operation of a grocery store.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Hundred (100) shares of common stock having a par value of \$1.00 per share. The corporation will begin business with One Hundred dollars (\$100.00).

ARTICLE IV. ADDRESS

The principal office and mailing address of the Corporation is 1726 S. Federal Highway, Suite 8-6, Delray Beach, Florida 33483.

Brood & Cassel
Arnold Strauss, Jr.
FBN. 275328
(305) 873.9100
201 S. Biscayne Blvd.
Suite 2000
Miami, FL 33131

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shall never be less than two. The names and street addresses of the initial members of the Board of Directors are:

GERALDO D.J. LUNA

1725 S. Federal Highway
Suite B-6
Delray Beach, Florida 33483

NIEVES GUERRERO

1725 S. Federal Highway
Suite B-6
Delray Beach, Florida 33483

ARTICLE X. OFFICERS

The name and address of the initial officer of the corporation who shall hold office for the first year of the corporation, or until successors are elected or appointed are:

President

1725 S. Federal Highway
Suite B-6
Delray Beach, Florida 33483

GERALDO D.J. LUNA

Vice President/Secretary

1725 S. Federal Highway
Suite B-6
Delray Beach, Florida 33483

NIEVES GUERRERO

ARTICLE XI. SUBSCRIBER

The name and street address of the subscriber of these Articles of Incorporation is:

GERALDO D.J. LUNA

1725 S. Federal Highway
Suite B-6
Delray Beach, Florida 33483

IN WITNESS WHEREOF, the undersigned has hereunto set his hand seal on this 13th day of January, 1995.


GERALDO D.J. LUNA

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ARTICLE V. REGISTERED OFFICE

The street address of the initial registered office of the corporation shall be 201 S. Biscayne Blvd., Suite 3000, Miami, FL 33131 and the name of the initial registered agent of the corporation at the aforesaid address is B & C Corporate Services, Inc.

ARTICLE VI. TERM OF EXISTENCE

This Corporation shall commence upon filing of these Articles and it shall exist perpetually.

ARTICLE VII. PREEMPTIVE RIGHTS

Every shareholder, shall have the right to purchase his pro rata share of any new stock issued by Corporation at the price at which it is offered to others.

ARTICLE VIII. SPECIAL PROVISION

The Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

The Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act as amended from time to time, relating to control share acquisitions.

ARTICLE IX. DIRECTORS

This corporation shall have two directors initially and the number of directors may be increased or diminished from time to time as provided in the By-Laws, but

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shall never be less than two. The names and street addresses of the initial members of the Board of Directors are:

GERALDO D.J. LUNA

1725 S. Federal Highway
Suite B-6
Delray Beach, Florida 33483

NIEVES GUERRERO

1725 S. Federal Highway
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Delray Beach, Florida 33483

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GERALDO D.J. LUNA

IN WITNESS WHEREOF, the undersigned has hereunto set his hand seal on this 13th day of January, 1995.


GERALDO D.J. LUNA

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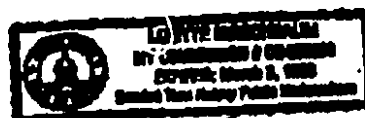
STATE OF FLORIDA

COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 13TH day of January, 1995, who produced a driver's license as identification.


NOTARY PUBLIC, State of Florida

My Commission Expires:
Lizette Kirschbaum



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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First-That THE GROCERY DELIGHT, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at Cooper City, County of Broward, State of Florida, has named B & C Corporate Services, Inc., located at 201 South Biscayne Boulevard, Suite 3000, Miami, Florida 33131, County of Broward, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

B & C CORPORATE SERVICES, INC.

BY: John T. W... Vice President
RESIDENT AGENT

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