

CORPORATION INFORMATION  
SERVICES, INC.  
1201 HAYS STREET  
TALLAHASSEE, FL 32301  
904-222-9171  
904-222-0393 FAX

800-342-8086

**CSC networks**

95 JAN 23 PM 11:36

DIVISION OF CORPORATION

MAIL TO:  
P.O. Box 5828  
TALLAHASSEE, FL 32314

ACCOUNT NO. : 072100000032

REFERENCE : 528564 4141A

AUTHORIZATION :

COST LIMIT : 9 PREPAID

ORDER DATE : January 23, 1995

ORDER TIME : 9:41 AM

ORDER NO. : 528564

CUSTOMER NO: 4141A

200001386942  
-01/23/95--01056--016  
\*\*\*\*122.50 \*\*\*\*122.50

CUSTOMER: Esther Ortiz, Legal Assistant  
VALDES-FAULI COBB BISCHOFF &  
KRISS  
Suite 3400, One Biscayne Tower  
Two South Biscayne Boulevard  
Miami, FL 33131

DOMESTIC FILING

P95000005968

NAME: GROCERY EMPORIUM OF FLORIDA

XX ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carol J. Davis

EXAMINER'S INITIALS:

FILED  
95 JAN 23 PM 12:00  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

1-24-95  
02/14  
11-3/95  
505  
1005-1586  
Tm



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

January 23, 1995

CORPORATION INFORMATION SERVICES, INC.  
1201 HAYS ST.  
TALLAHASSEE, FL 32301

SUBJECT: GROCERY EMPORIUM OF FLORIDA  
Ref. Number: W95000001586

We have received your document for GROCERY EMPORIUM OF FLORIDA and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

Please return 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 (904) 487-6929.

Brendolyn Bruton  
Corporate Specialist

Letter Number: 795A00002746

**ARTICLES OF INCORPORATION  
OF**

**GROCERY EMPORIUM OF FLORIDA , INC.**

FILED  
95 JAN 23 PM 12:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopts the following Articles of Incorporation:

**Article I**

**Name**

The name of the corporation is **GROCERY EMPORIUM OF FLORIDA, INC.**

**Article II**

**Duration**

This corporation shall exist perpetually.

**Article III**

**Nature of Business**

This corporation is organized for the purpose of transacting any or all lawful business.

**Article IV**

**Mailing Address**

The principal place of business and initial mailing address of the corporation is 11463 N.W. 88 Avenue, Hialeah Gardens, Florida 33016.

**Article V**

**Capital Stock**

(a) **Authorized Capital.** The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is Ten Thousand (10,000) shares of common stock each having \$1.00 par value.

## ARTICLE VI

### DIRECTORS

(a) Number. This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

(b) Initial Directors. The names and street addresses of the members of the first board of directors of the corporation are:

<u>Name</u>	<u>Street Address</u>
Esther Ortiz	11463 N.W. 88 Avenue Hialeah Gardens, FL 33016
Jose Ortiz	11463 N.W. 88 Avenue Hialeah Gardens, FL 33016

(c) Compensation. The board of directors are hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

(d) Indemnification. The board of directors are hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

## Article VII

### Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 11463 N.W. 88 Avenue, Hialeah Gardens, Florida 33016, and the name of the initial registered agent of this corporation at that address is Esther Ortiz.

## Article VIII

### Bylaws

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

Article IX

Incorporator

The name and street address of the incorporator of this corporation are:

Esther Ortiz  
11463 N.W. 88 Avenue  
Hialeah Gardens, Florida 33016

Article X

Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles on this 20th day of January, 1995.

Esther Ortiz  
\_\_\_\_\_  
Esther Ortiz  
Incorporator

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

FILED

95 JAN 23 PM 12:00

TALLAHASSEE, FLORIDA

In compliance with Section 48.091, Florida Statutes, the following is submitted:

GROCERY EMPORIUM OF FLORIDA, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Hialeah Gardens, State of Florida, has named Esther Ortiz, located at 11463 N.W. 88 Avenue, Hialeah Gardens, Florida 33016, as its agent to accept service of process within Florida.

Esther Ortiz

Esther Ortiz  
Incorporator

Dated: January 20, 1995

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Esther Ortiz

Esther Ortiz  
Registered Agent

Dated: January 20, 1995

P95000005968

GROCERY EMPORIUM OF FLORIDA  
11463 N.W. 88 AVENUE  
HIALEAH GARDENS, FLORIDA 33016

March 1, 1995

**CERTIFIED MAIL**

**RETURN RECEIPT REQUESTED**

Florida Secretary of State  
Division of Corporations  
Amendment Section  
409 E. Gaines Street  
Tallahassee, Florida 32399

RECEIVED  
MAR 1 1995  
TALLAHASSEE, FLORIDA  
\*\*\*\*\*

RE: Grocery Emporium of Florida

Dear Sir/Madam:

Enclosed please find the original Articles of Amendment to Articles of Incorporation for the referenced corporation.

Also enclosed is our check in the amount of \$35.00 to cover the applicable filing fee.

Please return a stamped copy of the Articles of Amendment in the enclosed, self-addressed envelope to the undersigned.

If you have any questions, please call at (305) 819-9359.

Sincerely yours,

*Esther Ortiz*

Esther Ortiz  
President

:eo  
Enclosure

FILED  
95 MAR -9 AM 11:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

NC  
F.F.A.  
12

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION OF  
GROCERY EMPORIUM OF FLORIDA, INC.**

FILED  
95 MAR -9 AM 11:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. Article I of the Articles of Incorporation of GROCERY EMPORIUM OF FLORIDA, INC. is amended to read as follows:

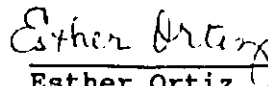
**ARTICLE I**

**Name**

The name of the company shall be WHOLESALE EMPORIUM OF FLORIDA, INC.

2. The foregoing Articles of Amendment were adopted by the Sole Incorporator of this corporation on the 28th day of February, 1995, and these Articles of Amendment have been submitted for filing by the Incorporator prior to the issuance of any shares, pursuant to Section 607.1005, Florida Statutes.

IN WITNESS WHEREOF, the corporation has caused this Amendment to its Articles of Incorporation to be signed in its name by its Incorporator this 1st day of March, 1995.

  
\_\_\_\_\_  
Esther Ortiz  
Incorporator