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TELEPHONE (813) 542-4733

February 6, 1995

Secretary of State
State of Florida
Corporate Division
P.O. Box 127
Tallahassee, FL 32314

Dear Sir:

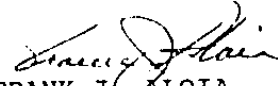
RE: THE FARMERS MARKET MALL, INC.

With regard to the above matter, please find enclosed original and one copy of Articles of Incorporation which I would appreciate your filing. I also enclose my trust account check in the amount of \$122.50 to cover the following costs:

Filing Fee	\$ 35.00
Certified Copy Fee	\$ 52.50
Registered Agent Fee	\$ 35.00
Total	\$122.50

Please return a certified copy of the Articles of Incorporation to me at your earliest convenience.

Very truly yours,


FRANK J. ALOIA
FJA:fao
Enc.

T. BROWN FEB 13 1995

ARTICLES OF INCORPORATION
OF

THE FARMERS MARKET MALL, INC.

FILED
95 FEB -9 AM 8 09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, does hereby execute these Articles of Incorporation for the purpose of becoming a corporation organized under the laws of the State of Florida, by and under the provisions of the Statutes of said State providing for the formation, liability, rights, privileges and immunities of a corporation.

ARTICLE I

(Name)

The name of this corporation shall be: THE FARMERS MARKET MALL, INC.

ARTICLE II

(Duration)

The corporation is to commence its corporate existence on the date of filing these Articles of Incorporation with the Florida Department of State and shall exist perpetually thereafter until dissolved according to law.

ARTICLE III

(Purpose)

The general nature of the business to be transacted by this corporation is as follows:

To acquire, own, hold, improve, develop, operate, sell, convey, assign, lease, exchange, transfer, dispose of, pledge, mortgage, create security interests in, deal in, and loan or borrow

money upon, alone or in conjunction with others, real and personal property, tangible and intangible, of every kind, character and description, or any interest therein.

To enter into, make, and perform leases and other contracts of every kind and description with any person, firm, association, corporation, municipality, county, state, body politic, or government or dependency thereof.

To make, enter into, and carry out any arrangements which may be deemed to be for the benefit of the Corporation, with any domestic or foreign governmental, municipal, or public authority, or with any corporation, partnership, association, combination, organization, entity or person; to obtain therefrom or to acquire by purchase, lease, assignment, or otherwise, any powers, rights, privileges, immunities, franchises, guaranties, grants, and concessions; to hold, own, exercise, exploit, dispose of and realize upon the same, and to undertake and prosecute any business dependent thereon which may lawfully be undertaken by a corporation organized under the laws of the State of Florida; and to cause to be formed, to promote, and to aid in any way in the formation of, any corporation, domestic or foreign, for any such purpose.

To carry on all or any of the businesses of merchandising in any capacity; to act as importers, wholesale and retail dealers in restaurants, candy, music, leather goods, sporting goods, household furniture, china and glassware, crockery, and other household fittings and utensils, ornaments, bric-a-brac, stationery, notions, toys and fancy goods, drugs, chemicals and all

other articles and commodities of every nature and description.

To engage in any other activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

(Stated Capital)

The corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock.

Each outstanding share shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of the shareholders.

The shares of stock may be issued for such consideration, having a value not less than the par value of the shares issued therefor, as is determined from time to time by the Board of Directors, to be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation. Shares may not be issued until the full amount of the consideration therefor has been paid. Thereafter, such shares shall be deemed to be fully paid and nonassessable.

ARTICLE V

(Preemptive Rights)

Every Shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his prorata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

(Board of Directors)

All corporate powers shall be exercised by and under the authority of, and the business affairs of the corporation shall be managed under the direction of, the Board of Directors.

The corporation shall have two directors initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the Bylaws of the corporation.

The name and street address of the members of the first Board of Directors, the President, Vice President, Secretary and Treasurer who, subject to the Bylaws of the Corporation, shall hold office for the first year of the existence of the corporation, or until their successors are elected or appointed and have qualified are as follows:

NAME	ADDRESS	POSITION
ANTHONY PAOLERCIO	4545 Boston Post Road Pelham Manor, NY 11040	President and Treasurer
MICHAEL PAOLERCIO	369 Evansdale Road Scarsdale, NY 10583	Vice President and Secretary

ARTICLE VII

(Initial Office and Registered Agent)

The initial street address of the office of the corporation is 1200 South Congress Avenue, West Palm Beach, Florida 33406.

The name of the initial Registered Agent of this corporation at such address is HUGO LIBERTY.

ARTICLE VIII

(Incorporator)

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

FRANK J. ALOIA
1714 Cape Coral Parkway
Cape Coral, FL 33904

ARTICLE IX

(Bylaws)

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the Shareholders, but the Board of Directors may not alter, amend or repeal any Bylaws adopted by the Shareholders if the Shareholders provide that the Bylaws shall not be altered, amended or repealed by the Board of Directors.

ARTICLE X

(Amendment)

These Articles of Incorporation may be amended at any time by a vote of the majority of the voting stock of the corporation outstanding, at any regular meeting of the Shareholders or at any special meeting of the Shareholders called for that purpose.

ARTICLE XI

(Special/Regular Meetings)

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone, as provided by law, but regular meetings of the Board of

Directors must be attended in fact, in person by each Director.

ARTICLE XII

(Miscellaneous)

No person shall be required to own, hold or control stock in the corporation as a condition precedent to holding an office in this corporation.

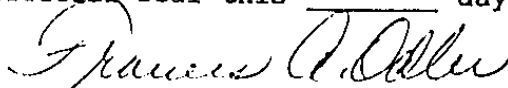
IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation for the uses and purposes aforesaid.


Frank J. Aloia

STATE OF FLORIDA
COUNTY OF LEE

I HEREBY CERTIFY that before me, the undersigned authority, fully authorized to administer oaths and take acknowledgments, appeared FRANK J. ALOIA, personally known to me, and to me known to be the person who made and who subscribed the foregoing Articles of Incorporation and who acknowledged executing the same for the uses and purposes therein contained.

WITNESS my hand and official seal this 16th day of February, 1995.


Frances A. Odler, Notary Public

My Commission Expires:

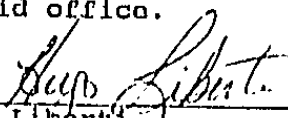
12/21/98



FRANCES A. ODLER
My Commission CC42833V
Expires Dec 21, 1998
Bonded by ANI
BOX 952-5070

ACCEPTANCE BY REGISTERED AGENT

HUGO LIBERTI, Registered Agent, having been named to accept service of process for the above stated corporation, at the place designated in these Articles of Incorporation, hereby accepts to act in this capacity and agrees to comply with the provisions of said Act relative to keeping open said office.



Hugo Liberti

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA