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Fax: 305 374-3161

KENNEY  
BURD  
&  
MARKOWITZ  
ATTORNEYS AT LAW

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San Francisco, California 94111  
Telephone: 415 397-3100  
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Please Reply To:  
Miami Office

February 9, 1995

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\*\*\*\*122.50 \*\*\*\*122.50

Via Federal Express

Division of Corporations  
George Firestone Building  
409 East Gaines Street  
Tallahassee, Florida 32399

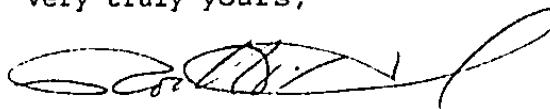
RE: Filing Articles of Incorporation of N & K Market, Inc.

Dear Sir or Madam:

Enclosed please find an original and two copies of Articles of Incorporation of N & K MARKET, INC., along with a check in the amount of \$122.50 made payable to the Division of Corporations. Please file the Articles and submit to us a certified copy in the attached pre-stamped, self-addressed envelope.

Should you have any questions, please call.

Very truly yours,



Roderick V. Hannah

RVH:ksh  
Enclosures

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(X)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
55 FEB 10 AM 9:42

ARTICLES OF INCORPORATION  
OF

N & K MARKET, INC.

ARTICLE I - NAME

The name of the corporation is:

N & K MARKET, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation with the Secretary of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of engaging in any and all lawful business.

ARTICLE IV - CAPITAL STOCK

The amount of capital stock with which this organization will begin business shall not be less than \$500.00, which amount shall be subscribed for and paid for before said corporation shall transact any business; and all or any part of the capital stock of this corporation may be payable or issued for the purchaser of property, good will, labor or services at a just valuation thereof to be fixed by the Board of Directors of this corporation at their first meeting or at a meeting called for that purpose.

ARTICLE V - BOARD OF DIRECTORS

The number of directors of this corporation shall not be less than one (1) nor more than three (3).

The names and addresses of the initial Board of Directors of

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

this corporation, who, subject to the provisions of these Articles of Incorporation, the Bylaws of this corporation and the laws of the State of Florida, shall hold office the first year of this corporation's existence, or until their successors are elected and have been qualified, are:

Narong Poncharoensub  
7245 Coral Way  
Miami, FL 33155

Kanjana Poncharoensub  
7245 Coral Way  
Miami, FL 33155

#### ARTICLE VI INCORPORATORS

The names and street address of every person signing these Articles is:

Roderick V. Hannah  
601 Brickell Key Drive  
Suite 500  
Miami, FL 33131

#### ARTICLE VII - OFFICERS

The names and post office address of the officers of this corporation, who shall hold office for the first year of the corporation, or until their successors are elected or appointed and have qualified, are as follows:

Narong Poncharoensub  
President and Treasurer  
7245 Coral Way  
Miami, FL 33155

and

Kanjana Poncharoensub  
Vice President and Secretary  
7245 Coral Way  
Miami, FL 33155

#### ARTICLE VIII - BY LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors, subject to the approval of the shareholders.

#### ARTICLE IX - INITIAL ISSUE AND RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following person and in the amount set opposite his name:

Narong Poncharoenub	250 shares
Kanjana Poncharoenub	250 shares

Shares held by the initial shareholder listed and subsequent shareholder may not be resold or otherwise transferred to other persons or hypothecated in any manner unless shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which such shares may be offered and sold shall be further specified by written agreement among all of the shareholders of this corporation. The treasury stock of the corporation may only be issued with the approval of the shareholders.

#### ARTICLE X - SHAREHOLDERS QUORUM AND VOTING

Fifty-one (51%) percent of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of fifty-one (51%) percent of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

#### ARTICLE XI - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan or merger shall be required in every case whether or not such approval is required by law.

#### ARTICLE XII - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XIII - DIRECTORS RESIDENCY AND COMPENSATION

Directors of this corporation must be residents of the State of Florida.

The shareholders of this corporation shall have the exclusive authority to fix the compensation of the directors of this corporation.

ARTICLE XIV - DIRECTORS QUORUM AND VOTING

The quorum for meetings of the initial Board of Directors shall be constituted of one member. Thereafter, if the number of directors is increased, two-thirds of the directors shall constitute a quorum for a meeting of directors.

ARTICLE XV - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XVI - AMENDMENT

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

ARTICLE XVII - PRINCIPAL PLACE OF BUSINESS

The initial street address of the principal office of the corporation will be 7245 Coral Way, Miami, Florida 33155. The

Board of Directors may, from time to time, move the principal office to any other address.

ARTICLE XVIII - REGISTERED AGENT

The mailing address of the initial registered agent of this corporation shall be: 601 Brickell Key Drive, Suite 500, Miami, Florida 33131, and the name and address of the initial registered agent of the corporation is: RODERICK V. HANNAH, 601 Brickell Key Drive, Suite 500, Miami, Florida 33131.

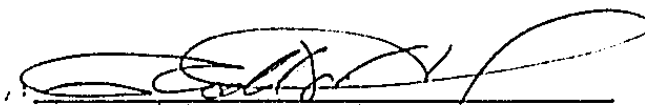
IN WITNESS WHEREOF, the undersigned subscribing incorporator has hereunto set his hand and seal on this 9<sup>th</sup> day of February, 1995.

By:

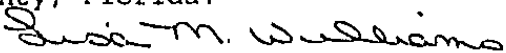
  
Roderick V. Hannah

ACKNOWLEDGEMENT OF REGISTERED AGENT:

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

  
Roderick V. Hannah

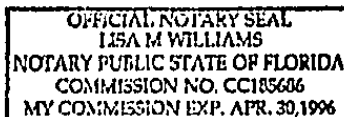
WITNESS my hand and official seal this 9<sup>th</sup> day of February, 1995 in Dade County, Florida.

  
Notary Public, State of Florida  
Lisa M. Williams  
(Print name of Notary)

☒ Personally known to me, or  
☐ Produced Identification:

\_\_\_\_\_  
(type of identification)

☒ Did take an oath, or  
☐ Did not take an oath.



MY COMMISSION EXPIRES: