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2-23-95

Mendez & Mendez

Requester's Name  
901 Ponce de Leon Blvd. #304

Address  
CORAL GABLES, FL 33134

City State ZIP Phone

643-3850C

VALIDATION ONLY

95 FEB 24 AM 10:47

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

CORPORATION(S) NAME

BAJA SUPERMARKET, INC.



EMPIRE

Toll Free: 1-800-432-3028

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|--|--|---|
| <input checked="" type="checkbox"/> Profit         | <input type="checkbox"/> Amendment       | <input type="checkbox"/> Merger                     |
| <input type="checkbox"/> NonProfit                 | <input type="checkbox"/> Dissolution     | <input type="checkbox"/> Mark                       |
| <input type="checkbox"/> Foreign                   | <input type="checkbox"/> Annual Report   | <input type="checkbox"/> Other                      |
| <input type="checkbox"/> Limited Partnership       | <input type="checkbox"/> Reservation     | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reinstatement             | <input type="checkbox"/> Photo Copies    | <input type="checkbox"/> Certificate Under Seal     |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem            |
| <input type="checkbox"/> Call When Ready           | <input type="checkbox"/> After 4:30      | <input type="checkbox"/> After 4:30                 |
| <input checked="" type="checkbox"/> Walk In        | <input type="checkbox"/> Will Wait       | <input checked="" type="checkbox"/> Pick Up         |
| <input type="checkbox"/> Will Wait                 | <input type="checkbox"/> Mail Out        | <input type="checkbox"/> Mail Out                   |

Name
Availability
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Examiner
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Verifier
Acknowledgment
W.P. Verifier

CERTIFIED COPY

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2-24-95

**ARTICLES OR INCORPORATION OF**  
**BAJA SUPERMARKET, INC.**

**FILED**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned subscriber of these Articles of Incorporation, a natural person, competent to contract, and desiring to form a corporation under the laws of the State of Florida hereby certify as follows:

**ARTICLE ONE**

The name of the corporation is: BAJA SUPERMARKET, INC.

**ARTICLE TWO**

The corporation may engage in any activity or business permitted under the laws of the United States, and of the State of Florida.

**ARTICLE THREE**

The maximum number of shares of stock which the corporation is authorized to have outstanding at any time shall be:  
500 shares of common stock with a par value of \$1.00 per share.

**ARTICLE FOUR**

The amount of capital the corporation is to start business with shall not be less than \$500.00.

**ARTICLE FIVE**

The corporation shall have perpetual existence beginning with the date of incorporation.

#### ARTICLE SIX

The principal office of the corporation shall be located at: 10855 SW 72 ST. #33 MIAMI, FL, 33183, or at such other place as may later be designated by the Board of Directors, with branch offices in such other cities, towns, states, or countries as may from time to time be authorized by its Board of Directors.

#### ARTICLE SEVEN

The initial principal office address of the corporation shall be: 10855 SW 72 ST. #33 MIAMI, FL, 33183

The Registered Agent is: SERGIO L. MENDEZ, ESQ.  
901 PONCE DE LEON BLVD. #304  
CORAL GABLES, FL 33134

#### ARTICLE EIGHT

The business of this corporation shall be conducted by a Board of Directors which shall consist of not less than one (1) and no more than nine (9) directors as shall from time to time be designated by the by-laws of this corporation, and a majority thereof shall constitute a quorum for the transaction of all business.

#### ARTICLE NINE

The names and street addresses of the first Board of Directors who, subject to the provisions of these articles of Incorporation, the by-laws of this corporation and the laws of the State of Florida shall hold office for the first year of corporate existence or until their successors are elected and are fully qualified, are:

<u>NAMES</u>	<u>ADDRESSES</u>
RAIMUNDO GONZALEZ, President Secretary and Treasurer	10855 SW 72 ST. #33 MIAMI, FL 33183

All of the said Directors are of full age and at least one is a citizen of the United States of America.

#### ARTICLE TEN

The name and street address of the subscriber of the Articles of Incorporation is: Raimundo Gonzalez, 10855 SW 72 St. #33 Miami, FL 33183

#### ARTICLE ELEVEN

The by-laws of this corporation may be created, amended or changed by either the stockholders or the Directors at any regular or duly scheduled special meeting.

#### ARTICLE TWELVE

This corporation shall have, in addition to a President, Vice President, Secretary and Treasurer, such other additional officers as may be created from time to time, by and under the authorization of its by-laws.

#### ARTICLE THIRTEEN

All officers, agents and factors shall be chosen in such manner, hold their offices for such terms and have such powers and duties as may be prescribed by the by-laws or determined by the Board of Directors.

Any person may hold two (2) or more offices of the corporation.

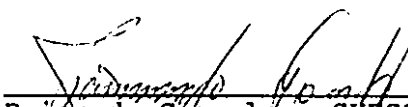
**ARTICLE FOURTEEN**

Every person who is or hereafter shall become a Director of this Corporation shall be indemnified by the corporation against all costs and expenses (including attorney's fees) hereafter reasonably incurred or imposed upon in connection with, or resulting from any action, suit or proceedings of whatever nature to which he is or shall be made a part by any reason of his being or having been a Director of the Corporation, whether or not he is a Director of the corporation at the time he is made a party to such action, suit or proceedings, or at the time such cost or expense is incurred by or imposed upon him.

However, an exception is made to the above in relation to matters as to which he shall finally be adjudged in such action, suit or proceedings, to have been derelict in the performance of the duties imposed upon him as such Director.

The right of indemnification herein provided shall not be exclusive or other rights to which any such person may now or hereafter be entitled as a matter of law.

IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these Articles of Incorporation this 23 day of Feb. 1975.

  
Raimundo Gonzalez, SUBSCRIBER

STATE OF FLORIDA )  
COUNTY OF DADE ) SS:

I HEREBY CERTIFY that on the 23 day of Feb 1995.  
personally appeared before me:

RAIMUNDO GONZALEZ

to me well known to me to be the person who executed the foregoing  
ARTICLES OF INCORPORATION and who acknowledged before me that the  
signed and executed the same for the purposes expressed.

SWORN TO AND SUBSCRIBED BEFORE ME at Coral Gables, DADE  
County, Florida the day and year above written.

  
NOTARY PUBLIC

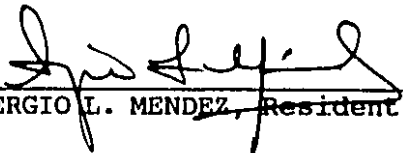
My Commission Expires:

 SERGIO L. MENDEZ  
COMMISSION # CC 291077  
EXPIRES MAY 23, 1997  
Atlantic Bonding Co., Inc.  
800-732-2245

CERTIFICATE DESIGNATING PLACE FOR SERVICE OF PROCESS AND  
RESIDENT AGENT

BAJA SUPERMARKET, INC. desiring to organize as a corporation under the laws of the State of Florida with its principal place of business at 10855 SW 72 ST #33, MIAMI, FL, 33183 has named SERGIO L. MENDEZ, ESO, 901 PONCE DE LEON BLVD. #304 CORAL GABLES, FL 33134 as resident agent to accept process within the State of Florida.

I hereby accept and act as resident agent for BAJA SUPERMARKET INC. and comply with all of the statutory provisions relating to my designation as resident agent.

  
SERGIO L. MENDEZ, Resident Agent

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA