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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
1492 W FLAGLER ST
SUITE 200
MIAMI FL 33135- 02-
CONTACT: RAY STORMONT
PHONE: (305) 541-3694
FAX: (305) 541-3770

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: EL NUEVO CARIBE SUPERMARKET, INC.
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**ARTICLES OF INCORPORATION
OF
EL NUEVO CARIBE SUPERMARKET, INC.
(The New Caribe Supermarket, Inc.)**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE ONE
NAME**

The name of this corporation shall be: EL NUEVO CARIBE SUPERMARKET, INC.

**ARTICLE TWO
NATURE OF BUSINESS**

Purpose. The purpose of the corporation is to engage in any and all transactions permitted by law. The corporation shall have full power and authority to purchase, lease and otherwise acquire, hold, mortgage, convey and otherwise dispose of all kinds of property, both real and personal, necessary for its purposes.

**ARTICLE THREE
TERM OF EXISTENCE**

This corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is the date of filing of these Articles of Incorporation.

**ARTICLE FOUR
MINIMUM CAPITAL**

The amount of capital with which the Corporation shall begin business shall not be less than One Thousand (\$1,000.00) Dollars, or such greater amount as may be required by law.

**ARTICLE FIVE
NUMBER OF DIRECTORS**

This corporation shall at all times have at least one Director. The stockholders of this corporation may, from time to time, and at any time, increase or diminish the size of the Board of Directors of this Corporation, provided that the Corporation shall at all times have a minimum of one Director. The initial director shall be W. Morales.

**ARTICLE SIX
CLASSES OF DIRECTORS**

The By-Laws of this corporation may provide that the Directors be divided into two or more classes whose terms of office shall respectively expire at different times.

**ARTICLE SEVEN
AMENDMENT**

These Articles of Incorporation may be amended in any manner consistent with Chapter 607 Florida Statutes.

Prepared by: Alfredo De Armas
2151 S. LeJeune Rd. #202
Coral Gables, FL 33134
305-461-5100
F1 801-360708

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**ARTICLE EIGHT
CAPITAL STOCK**

This Corporation is authorized to issue shares of stock as follows:

A. DESIGNATION: The stock of this Corporation shall be known as Common Stock, and it shall be the only class of stock authorized for this corporation.

B. VOTING STOCKHOLDERS: The officer having charge of the stock transfer books shall make a complete record of the stockholders entitled to vote at such meeting or any adjournment thereof, arranged in alphabetical order, with the address of and the number of shares held by each. Such record shall be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any Stockholder during the whole time of the meeting for the purposes thereof.

Failure to comply with the requirements of these sections shall not affect the validity of any action taken at such meeting.

C. QUORUM: (a) A majority of the shares entitled to vote represented in person or by proxy, shall constitute a quorum at a meeting of Stockholders, but in no event shall a quorum consist of less than one-third of the shares entitled to vote at the meeting. (b) If a quorum is present, the affirmative vote of the majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the Stockholders, unless the vote of a greater number or voting by classes is required by the By-Laws.

D. AUTHORIZED: The maximum number of shares of Common Stock that this corporation may issue is: One Hundred (100) shares.

E. PAR VALUE: Each share of Common Stock shall have a par value of: \$1.00.

F. CONSIDERATION: Shares of Common Stock may be issued in exchange for cash, real property, fixtures and equipment, inventory, accounts receivable, labor or services rendered, or any combination of the foregoing. In the absence of fraud in the transaction, the judgment of the Board of Directors as to the value of any such consideration shall be conclusive.

G. NON-ASSESSABILITY: Each share of Common Stock shall be issued in exchange for consideration which is at least equal to the par value thereof, and shall be fully paid and non-assessable.

H. VOTING RIGHTS: Each share of Common Stock shall entitle the record holder thereof to one vote upon each proposal presented at meetings of the stockholders of the Corporation. Agreements among stockholders regarding the voting of their shares, shall be valid and enforceable in accordance with their terms.

I. CUMULATIVE VOTING: No holder of Common Stock shall be entitled to any right of cumulative voting.

J. DIVIDENDS: Record holders of Common Stock are entitled to receive their pro-rata share of any dividends that may be declared by the Board of Directors out of the assets legally available for such purposes.

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whose address is : 3951 N.W. 7th Street, Miami, Florida.

Any Directors, if any more, shall be added at the organizational meeting of directors.

B. POWERS: All corporate powers shall be exercised by or under authority of, and the business affairs of the Corporation shall be managed under the direction of the Board of Directors. Directors need not be residents of this State or Stockholders of the corporation unless the By-Laws so require. The By-Laws may prescribe other qualifications for Directors.

C. TERM: The term of each director shall be one (1) year beginning with the date that the certificate of incorporation is issued.

D. VOTING AND QUORUM: A majority of the Board of Directors present at a meeting is required for a resolution to be adopted. Moreover, a majority of existing directors constitutes the quorum necessary for any resolution to be voted on.

E. REMOVAL AND VACANCY OF DIRECTORS: Any vacancy in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. Any directorship to be filled by reason of an increase in the number of Directors may be filled by the Board of Directors for a term of office continuing only until the next election of Directors by the Stockholders.

By consent or at a meeting of Stockholders called expressly for that purpose, Directors may be removed by vote of the Stockholder. Any Director or the entire Board of Directors may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of Directors.

ARTICLE ELEVEN
AMENDMENTS TO ARTICLES OF INCORPORATION

That Articles of Incorporation can be and shall only be amended by a majority of the Board of Directors and consistent with the laws of the State of Florida for Professional Association of Corporations.

ARTICLE TWELVE
INDEMNIFICATION

A. INDEMNITY: The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, employee, officer or agent of the Corporation, against expenses (including attorney's fees and appellate attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding to the full extent permitted by law.

B. EXPENSES: The extent that a director, officer, employee or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section A above, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorney's fees and appellate attorney's fees) actually and reasonably incurred by him in connection therewith.

C. INSURANCE: The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving, at the request of the Corporation, as a director, officer, employee or agent of another corporation, partnership, joint venture trust or other enterprise against any liability asserted against him

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and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article.

**ARTICLE THIRTEEN
REGISTERED OFFICE AND REGISTERED AGENT**

The registered agent shall be J. ALFREDO DE ARMAS at 2151 S. LeJeune Road, Suite 202, Coral Gables, Florida 33134

**ARTICLE FOURTEEN
PRINCIPAL PLACE OF BUSINESS**

The principal place of business of the corporation shall be 3951 N.W. 7th Street, Miami, Florida.

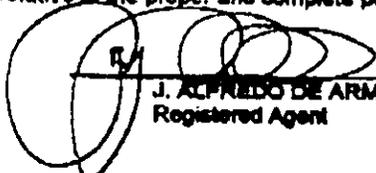
**ARTICLE FIFTEEN
OFFICERS**

The officers of the corporation shall be as follows:

W. Morales. : President, Vice-President, Secretary, Treasurer.

REGISTERED AGENT

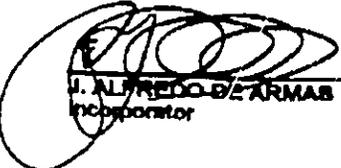
I HEREBY AGREE to act as Registered Agent for El Nuevo Caribe Supermarket, Inc. with the provisions of the State of Florida relative to the proper and complete performance of my duties.



J. ALFREDO DE ARMAS
Registered Agent
INCORPORATORS

The undersigned individual, competent to contract, executed these Articles of Incorporation as Registered Agent for the incorporators.

IN WITNESS WHEREOF, the undersigned incorporators does make, incorporate, acknowledge and file these Articles of Incorporation for the purpose of forming a corporation for profit under the laws of State of Florida.



J. ALFREDO DE ARMAS
Incorporator

DATED this 11th day of May, 1986.

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STATE OF FLORIDA)
COUNTY OF DADE)

SS:

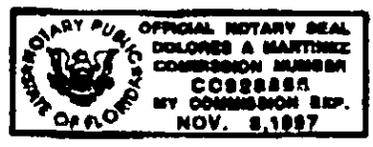
BEFORE ME, the undersigned authority personally appeared, J. Alfredo De Armas, to me well known and known to me to be the individuals described in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that the same was executed for the purpose therein stated and expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal at Miami, Dade County, Florida.

DATED this 11 day of May, 1995.

Dolores A. Martinez
NOTARY PUBLIC, State of Florida at Large

My Commission Expires:



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95 MAY 18 PM 1:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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