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GARS, DIXON & SHAPIRO

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(ESTATE PLANNING)

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OF COUNSEL
LAWRENCE B. KLITZMAN, P.A.
(Estate Taxation)

May 30, 1995

Via Airborne Express 1193159516

RECEIVED
STATE OF FLORIDA
SECRETARY OF STATE
MAY 31 1995

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

Re: **Articles of Incorporation for *Grandma Rosie's Market, Inc.***

RECEIVED
STATE OF FLORIDA
SECRETARY OF STATE
MAY 31 1995
122.50 122.50

Dear Sir or Madam:

I am enclosing herewith:

1. Gars, Dixon & Shapiro Trust Account Check No. 140003 in the sum of \$122.50 in payment of the filing fees for the enclosed Articles of Incorporation.
2. Two fully executed copies of the Articles of Incorporation for *Grandma Rosie's Market, Inc.*

Please process these documents so that the Articles of Incorporation are properly filed in the State of Florida and **return one certified copy to the undersigned in the enclosed Airborne Express envelope #1193159413.**

If you have any questions or require further information, I would sincerely appreciate your calling me collect before you return any documents.

Thank you for your prompt attention and cooperation.

Sincerely,

IRWIN S. GARS

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Enclosures

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P.S. Please call Airborne Express at 1-800-445-3003 for pick-up of the return Letter Express pak.

**ARTICLES OF INCORPORATION
OF
GRANDMA ROSIE'S MARKET, INC.**

The undersigned does hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is *Grandma Rosie's Market, Inc.*

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of Florida.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue one hundred (100) shares of Ten Dollar (\$10.00) par value common stock, which shall be designated as "Common Shares." All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof at a just valuation to be fixed by the Board of Directors.

ARTICLE IV - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE V - TERM

This corporation shall commence its existence on the date of incorporation and shall exist perpetually thereafter unless sooner dissolved according to law

ARTICLE VI - INCORPORATOR AND PRINCIPAL OFFICE ADDRESS

The name and address of the initial incorporator and subscriber hereto and the principal office address (being the same as the registered office address herein) are as follows:

Bernard Hewitt, 17582 Bocaire Way, Boca Raton, Florida 33487.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

There shall be at least one (1) member of the Board of Directors of the corporation. The names and addresses of the parties which are to serve as director(s) until the next election are as follows:

Bernard Hewitt, 17582 Bocaire Way, Boca Raton, Florida 33487.

The Board of Directors shall serve for a term of one (1) year, and shall be responsible for electing the officers of the corporation. The officers of the corporation shall consist of a President and a Secretary, and such other offices as the Board of Directors may from time to time determine is appropriate in order to carry out the activities of the corporation.

ARTICLE VIII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation and name of the initial registered agent of this corporation is:

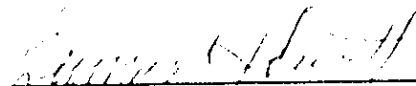
Irwin S. Gars
2665 South Bayshore Drive, Suite M-103
Coconut Grove, Florida 33133

ARTICLE IX - OFFICERS

The duties of the officers of the corporation shall be fixed in the By-Laws. Officers shall be elected annually. Officers of the corporation until the next election are as follows:

Gloria Perez	President	17582 Bocaire Way, Boca Raton, FL 33487
Michael Hewitt	Vice President	17582 Bocaire Way, Boca Raton, FL 33487
Bernard Hewitt	Secretary/Treasurer	17582 Bocaire Way, Boca Raton, FL 33487

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 30th day of May, 1995.

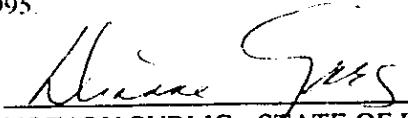


BERNARD HEWITT, Subscriber

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

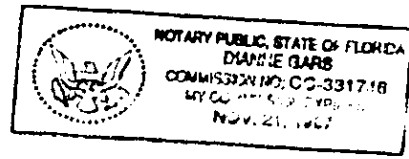
PERSONALLY APPEARED before me, a Notary Public authorized to take oaths and acknowledgments in the State and County set forth above, personally appeared BERNARD HEWITT, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed said Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 30th day of May, 1995.



NOTARY PUBLIC - STATE OF FLORIDA
Print or Type Name IRWIN S. GARS

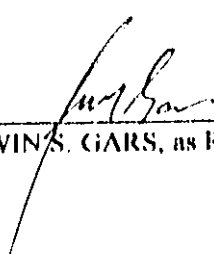
Commission Number and Expiration Date, Seal or Stamp



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above-stated corporation, at the place designated herein, 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, to wit: Section 607.034 and 607.037 of the Florida Statutes.

DATED: May 30, 1995



IRWIN S. GARS, as Registered Agent

Printed NAME