

P95000059944

2180 NORTH WEST 64th TERRACE
SUNRISE, FLORIDA 33313

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL. 32314

Subject: *D & S Grocery*

7/27/95

300001551798
-08/02/95--01047--004
****122.50 ****122.50

Dear Sir:

Enclosed is original and one copy of Articles of Incorporation and Certification of Designation Registered Agent/Registered Office for

Also enclosed is a check in the amount of \$122.50 for costs to incorporate.

Please process documents accordingly.

Sincerely,

Seaford Gordon

SEAFORD GORDON

D. BROWN AUG - 3 1995

ARTICLES OF INCORPORATION
for

D & S GROCERY INC.

FILED
1972-2-11/341
CLERK OF DISTRICT COURT
JAN 11 1972

I, the undersigned, being of legal age and a natural person, do 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

The name of this corporation shall be D & S Grocery Inc., and the initial address of this corporation shall be, 1200 West Sunrise Blvd, Fort Lauderdale, FL 33313.

ARTICLE II

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory, or nation.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

Number of Shares Authorized	Par Value Per Share Stock	Class of Stock
100	1.00	Common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the corporation.

ARTICLE IV

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law

ARTICLE V

The initial registered office of this corporation shall be at 1200 West Sunrise Blvd., Fort Lauderdale, FL 33311, with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be Delva Gordon

ARTICLE VI

This corporation shall have 2 directors initially. The name and street address of the initial directors who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Seaford Gordon, President/Executive Director
2180 NW 64th Terrace,
Sunrise, FL 33313

Delva Gordon, Vice Pres./Managing Director
2180 NW 64th Terrace,
Sunrise, FL 33313.

ARTICLE VII

The name and address of the incorporator is Seaford Gordon, 2180 NW 64th Terrace, Sunrise, FL 33313.

ARTICLE VIII

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may peculiarly or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

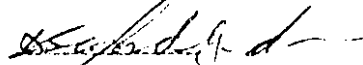
ARTICLE IX

The private property of the stockholders shall not be subject to payment of the corporate debts in any event.

ARTICLE X

This corporation shall indemnify and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

IN WITNESS WHEREOF, I, the undersigned, being the Incorporator herein before named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true and correct.


Seaford Gordon

STATE OF FLORIDA)

) SS

COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared Seaford Gordon, to me known to be the person described in and who executed the foregoing Articles of Incorporation, who, after being duly sworn under oath, acknowledged before me that he executed the same for the purpose therein expressed.

WITNESS my hand and official seal in the state and country aforesaid this 27th day of July, 1998



Notary Public,
State of Florida at Large

My commission expires:



MICHAEL A. ATCHESON
COMMISSION # CC 476114
EXPIRES JUN 25 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT
OF
D & S GROCERY INC.

Pursuant to Florida Statutes Sections 48.091 and 607.501, the following is submitted:
The above corporation, desiring to organize under the laws of the State of Florida with
registered office as indicated in the Articles of Incorporation at 1200 West Sunrise Blvd.,
Fort Lauderdale, Florida has named Delva Gordon located at the aforesaid address, as its
Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to Accept service of process for the above stated
corporation at the place designated in this certificate, and being familiar with the
obligations of that position, I hereby accept to act in this capacity, and agree to comply
with the provisions of F.S. Law in keeping open said office.

x 

Delva Gordon

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE - NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

In compliance with the laws of Florida, the following is submitted:

First, that D & S Grocery, Inc. desiring to organize under the laws of the State of
Florida has named Delva Gordon of 1900 West Sunrise Blvd., Fort Lauderdale, FL,
County of Broward, State of Florida its statutory Registered Agent.

Having been named the statutory Registered Agent of the above corporation at the
place designated in this certificate, I hereby accept the same and agree to act in this
capacity, and agree to comply with the provisions of Florida law relative to keeping the
registered office open, and I accept the obligations of section 607.325 F.S.

Delva M. Gordon

Delva Gordon

Registered Agent

DATED This 27 day of July
1995

The foregoing instrument was acknowledged before me this 27th day of
July 1995 by _____ who is personally known to me or who has
produced _____ as identification and who did-did not take an oath

M. A. Gith

NOTARY PUBLIC

My commission expires.