

LAW OFFICES  
**DUNCAN & TARDIF, P. A.**  
FOXWORTHY PROFESSIONAL BUILDING  
SUITE 101, 1601 JACKSON STREET  
POST OFFICE BOX 249  
FORT MYERS, FLORIDA 33902-0249

GORDON R. DUNCAN  
ROBERT E. TARDIF JR.  
ANDREW S. EPSTEIN

TELEPHONE (941) 334-4574  
FAX (941) 334-3378

**P95000065792**

August 7, 1995

Department of State  
Division of Corporations  
The Capitol  
Tallahassee, FL 32399-0250

800001556278  
-08/09/95--01065--010  
\*\*\*\*122.50 \*\*\*\*122.50

Dear Clerk:

Please find enclosed Articles of Incorporation of Caribbean Grocery International Corporation to be filed. You will also find enclosed our firm check in the amount of \$122.50 representing the cost of filing. Please return a filing receipt to the undersigned as quickly as possible. I have provided a return envelope for your convenience.

Should you have any questions or comments, please do not hesitate to contact me.

Very truly yours,

*Brigitte L. Kenney*  
Brigitte L. Kenney  
Legal Assistant

Suite 10  
Lee High Shop  
Lee High Stores  
33936

\blk  
Enclosures

Brigitte GAVE

ALL INFORMATION BY PHONE TO  
COMP. Principle Office  
DATE 8/25/95  
DOE EXAM BSB

AUG 10 1995 BSB

FILED  
95 AUG 24 PM 4:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

625,615  
W95-16061



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

August 10, 1995

DUNCAN & TARDIF, P.A.  
P. O. BOX 249  
FT. MYERS, FL 33902-0249

SUBJECT: CARIBBEAN GROCERY INTERNATIONAL CORPORATION  
Ref. Number: W95000016061

We have received your document for CARIBBEAN GROCERY INTERNATIONAL CORPORATION and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6925.

Brenda Baker  
Corporate Specialist

Letter Number: 395A00037452

ARTICLES OF INCORPORATION

FILED

OF

95 AUG 24 PH 4: 30

CARIBBEAN GROCERY INTERNATIONAL CORPORATION SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I

Name: The name of the corporation is Caribbean Grocery International Corporation

ARTICLE II

Duration: The duration of the corporation is perpetual.

ARTICLE III

Purpose: The general purposes for which the corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purposes in any way.

B. To do such other things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

ARTICLE IV

Capital Stock: The aggregate number of shares which the corporation is authorized to issue is 1,000 shares of common stock. Such shares shall be of a single class and shall have a par value of \$0.01 per share.

#### ARTICLE V

Initial Registered Office and Agent: The street address of the initial Registered Office of the corporation is 1601 Jackson Street, Suite 101, Fort Myers, Florida 33901, and the name of its initial Registered Agent is Andrew S. Epstein, Esquire. The corporation's address is Suite 10 Lee High Shop, Lehigh Acres, FL 33936.

#### ARTICLE VI

Initial Board of Directors: The number of Directors constituting the initial Board of Directors is 2. The number of Directors may be increased or decreased from time to time in accordance with the By Laws but shall never be less than one. The names and addresses of the initial Director of the corporation are as follows:

Gloria J. Beekharry  
210 Ground Dove Circle  
Lehigh Acres, FL 33936

Cliff Beekharry  
210 Ground Dove Circle  
Lehigh Acres, FL 33936

#### ARTICLE VII

Incorporators: The name and address of each Incorporator is as follows:

Gloria J. Beekharry  
210 Ground Dove Circle  
Lehigh Acres, FL 33936

Cliff Beekharry  
210 Ground Dove Circle  
Lehigh Acres, FL 33936

#### ARTICLE VIII

Commencement of Corporate Existence: In accordance with Section 607.167, Florida Statutes, the date when corporate existence shall commence is the date of subscription and acknowledgment of these Article of Incorporation.

#### ARTICLE IX

Preemptive Rights: Each shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or

rights to purchase or subscribe for, at the price for which it is offered to others, that shareholder's pro rata portion of the following:

A. Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or

B. Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the corporation stating the price, terms and conditions or the issue of shares and inviting the shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the shareholder.

#### ARTICLE X

Amendment: The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned, has signed these Articles  
of Incorporation on this 31st day of August, 1995.

Gloria J. Beekharry  
GLORIA J. BEEKHARRY

Cliff Beekharry  
CLIFF BEEKHARRY

STATE OF FLORIDA

COUNTY OF LEE

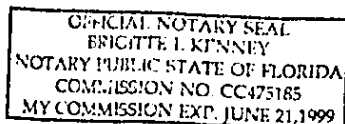
BEFORE ME personally appeared Gloria J. Beekharry and Cliff Beekharry, to me well known and known to me to be the persons described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that they executed the said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 31st day of August, 1995.

Brigitte L. Kenney  
Notary Public

My commission expires:

BRIGITTE L. KENNEY



FILED  
95 AUG 24 PH 4:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

STATE OF FLORIDA :  
COUNTY OF LEE :

BEFORE ME, the undersigned authority, personally appeared ANDREW B. EPSTEIN, ESQUIRE to me known to be the person described in the foregoing Articles of Incorporation as the Registered Agent, and who hereby accepts said designation, and further states that the place of business for which said Registered Agent will accept service of papers on behalf of the corporation is Duncan & Tardif, P.A., 1601 Jackson Street, Suite 101, Fort Myers, FL 33901, and he acknowledges before me that he executed this Acceptance freely and voluntarily and for the uses and purposes therein expressed.

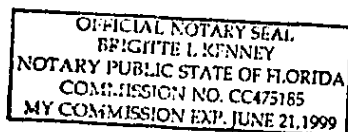
By: C. S. Epstein

ANDREW S. EPSTEIN, ESQUIRE

SWORN TO AND SUBSCRIBED before me in the County and State last aforesaid this 21st day of August, 1995.

Brigitte L. Kenney  
NOTARY PUBLIC  
Brigitte L. Kenney

My Commission Expires:



P95000065792

LAW OFFICES  
**DUNCAN & TARDIF, P. A.**  
FOXWORTHY PROFESSIONAL BUILDING  
SUITE 101, 1601 JACKSON STREET  
POST OFFICE BOX 249  
FORT MYERS, FLORIDA 33902-0249

GORDON R. DUNCAN  
ROBERT E. TARDIF JR.  
ANDREW S. EPSTEIN

TELEPHONE (941) 334-4574  
FAX (941) 334-3378

July 7, 1997

VIA CERTIFIED MAIL

Attn: Amendment Dept.  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

700002235437--0  
-07/10/97--01106--007  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: Caribbean Grocery International Corporation

Dear Sir or Madam:

Enclosed for filing, please find a Resignation of Registered Agent along with our firm check in the amount of \$35.00 to cover the filing fee.

Should you have any questions or comments, please do not hesitate to contact my office. I am,

Very truly yours,

  
Andrew S. Epstein  
For the Firm

ASE/bh  
Enclosure

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 JUL 10 PM 3:40

RA Remy  
TLL JUL 14 1997



Florida Department of State, Sandra B. Mortham, Secretary of State

## RESIGNATION OF REGISTERED AGENT

97 JUL 10 PM 3:40  
DIVISION  
SECRETARY OF STATE


Pursuant to the provisions of sections 607.0502(2), 617.0502(2), 607.1509, or 617.1509,

Florida Statutes, the undersigned, ANDREW S. EPSTEIN, ESQUIRE  
(Name of registered agent)

hereby resigns as Registered Agent for CARIBBEAN GROCERY INTERNATIONAL CORPORATION  
(Name of corporation)

A copy of this resignation was mailed to the above listed corporation at its last known address.

The agency is terminated and the office discontinued on the 31st day after the date on which this statement is filed.



(Signature of resigning agent)

If signing on behalf of an entity:

\_\_\_\_\_  
(Typed or Printed Name)

\_\_\_\_\_  
(Capacity)

**Fee for filing this document:**

\$87.50 - Active corporation

\$35.00 - Administratively dissolved corporation