

P95000069735

M. DIAZ & ASSOCIATES  
3156 S. ORANGE AVE  
SUITE E  
ORLANDO, FL 32806

DATE 9/2/95

FLORIDA DEPT. OF STATE  
BUREAU OF CORPORATE REC  
ORDS  
DIVISION OF CORPORATIONS  
P.O. BOX 6327, TALLAHASSEE, FL 32314

RECEIVED  
SEP 11 1995  
FEE \$122.50

GENTLEMEN:

ENCLOSED YOU WILL FIND THE ARTICLES OF INCORPORATION FOR *AMERICA GROCERY & DELI, INC.* ALONG WITH A CHECK FOR \$122.50 FOR FILING, CERTIFIED COPY, AND REGISTERED AGENT DESIGNATION FEES. *LHS*

*The American Grocery & Deli, Inc.*  
PLEASE SEND ACKNOWLEDGEMENT, ETC. TO:

M. DIAZ & ASSOCIATES  
3156 S. ORANGE AVE  
SUITE E  
ORLANDO, FL 32806

FILED  
SEP -7 PM 2:32

*LHS*  
9/11/95

FILED  
1967-17-12-22

ARTICLE OF INCORPORATION  
OF  
LAS AMERICAS GROCERY & DELI, INC.

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The undersigned incorporator makes, acknowledges, and files with the Department of State of the State of Florida, these Articles of Incorporation for the purpose of forming a corporation for profit under the laws of the State of Florida.

ARTICLE I  
Name and Address

The name of this corporation shall be LAS AMERICAS GROCERY & DELI, INC., and its principal place of business shall be 222 N. HWY 17-92 UNIT, # 222 LONGWOOD, FLORIDA 32750, but it may establish branch offices at any other points deemed advisable by its board of directors within the State of Florida.

ARTICLE II  
Term of Existence

This corporation shall have a perpetual existence.

ARTICLE III  
Nature of Business

The purpose or purposes for which the corporation is organized is to engage or transact in any and all lawful activities or business and to do everything necessary, proper, advisable, or convenient for the accomplishment of said purposes, and to do all other things incidental to them or connected with them that are not forbidden by the Florida corporation laws or by any other law, or by these Articles of Incorporation, and to carry out the said purposes in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes are not forbidden by the law of the State, territory, district, or possession of the United States, or by the foreign country.

**ARTICLE IV**  
**Capital Structure**

The maximum number of shares of stock that this corporation is authorized to have at any one time is FIVE HUNDRED (500) shares of common stock, having ONE DOLLAR par value per share.

**ARTICLE V**  
**Initial Registered Agent and Registered Office**

The Initial registered agent of this corporation shall be Rafael A. Davila. The street address of the initial registered office of this corporation is 1625 Stafford Dr., Orlando Florida 32809.

**ARTICLE VI**  
**Board of Directors**

There shall be a Board of Directors for this corporation which shall consist of not less than two (2), except for the number constituting the initial Board of Directors, the number of directors shall be decided by resolution of the shareholders.

**ARTICLE VII**  
**Initial Board of Directors**

The name and street address of the member of the initial Board of Directors of this corporation, who, subject to these Article of Incorporation and the laws of the State of Florida, shall hold office until the first annual meeting of the shareholders or until their successors are elected and qualified, or until their resignations, removal from office or deaths:

Name	Address
Rafael A. Davila	1625 Stafford Dr. Orlando, Fl 32809
Maria Davila	1625 Stafford Dr. Orlando, Fl 32809

ARTICLE VIII  
Incorporator

The name and street address of the incorporator is:

Name	Address
Rafael A. Davila	1625 Stafford Dr. Orlando, Fl 32809

ARTICLE IX  
Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors or the shareholders.

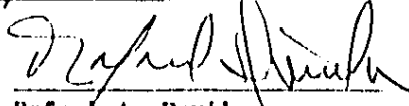
ARTICLE X  
Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI  
Amendment of Articles of Incorporation

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, propose by them to the stockholders and approved at a stockholders meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Article of Incorporation be made.

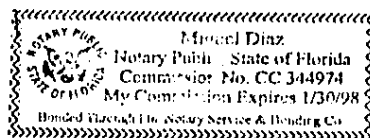
IN WITNESS WHEREOF, the incorporator executed these Articles  
of Incorporation this 2ND day of SEPTEMBER, 1995.

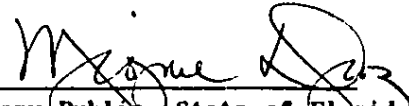
  
Rafael A. Davila  
Incorporator

STATE OF FLORIDA  
COUNTY OF ORANGE

Before me personally appeared Rafael A. Davila to me well  
known and known to me to be the individual described in and who  
executed the above foregoing, Articles of Incorporation and  
acknowledged before me that the above individual executed the  
same for the purposes therein expressed.

WITNESS my hand and official seal in the county and state  
named above this 2<sup>nd</sup> day of SEPTEMBER, 1995.



  
Notary Public, State of Florida  
Miguel Diaz

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


In compliance with Chapter 607.034, Florida Statutes, the following is submitted:

LAS AMERICAS GROCERY & DELI, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at City of Orlando, State of Florida, has named Rafael A. Davila, located at 1625 Stafford Dr., Orlando, Florida 32809, as its agent to accept service of process within Florida.

  
INCORPORATOR-Rafael A. Davila

Dated: SEPTEMBER 2ND, 1995

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, 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.

  
REGISTERED AGENT- Rafael A. Davila

Dated: SEPTEMBER 2ND, 1995

FILED  
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