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Charter Number Only
FILED
JAN 26 PM 12:52
TREASURY OF STATE
TALLAHASSEE, FLORIDA

1-24-96 Christina
#206
Lorenzo Thilo, Jr. P.A.
Resubmitter's Name
814 Force Dr. Leon Bay
Address
Coral Gables, FL 33134
City State ZIP Phone
445-7500

VALIDATION ONLY

CORPORATION(S) NAME

300001548973
-01/26/96--01018--026
****122.50 ****122.50

C.D. GROCERY, Inc.

RECEIVED
Toll Free: 1-800-432-3028

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|--|---|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Foreign | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reservation | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Will Wait | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input type="checkbox"/> Mail Out |
| <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up | <input type="checkbox"/> Mail Out |

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COPY

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JAN 26 AM 10:08
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION

OF

"C. D. GROCERY, INC."

CD
96 JAN 26 PM 12:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, with the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following articles of Incorporation:

ARTICLE ONE

NAME

The name of the corporation is "C. D. GROCERY, INC."

ARTICLE TWO

CORPORATE DURATION

The duration of the corporation is perpetual.

ARTICLE THREE

PURPOSE OR PURPOSES

The general purposes for which the corporation is organized are:

1. To engage in the business of Sale & Distribution of Groceries.
2. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act or engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business.
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE FOUR

CAPITALIZATION

The aggregate number of shares which the corporation is

authorized to issue is TWO HUNDRED. Such shares shall be of a single class, and shall be without par value.

ARTICLE FIVE

PRINCIPAL OFFICE AND AGENT

The street address of the initial principal office of the corporation is 1501 N.W. 54th. Street, Miami, Fla. 33142; and the name of the initial registered agent at such address, is URIAHE E. SHARPE.

ARTICLE SIX

DIRECTORS

The number of directors constituting the initial board of directors of the corporation are THREE. The names and addresses of each person who is to serve as a member of the initial board of director are:

Name	Address
URIAHE E. SHARPE (President)	1501 N.W. 54th. Street Miami, Fla. 33142
CLAUDETTE SMALLING (Treasurer)	1501 N.W. 54th. Street Miami, Fla. 33142
JENNIFER WATSON (Secretary)	1501 N.W. 54th. Street Miami, Fla. 33142

ARTICLE SEVEN

INCORPORATORS

The names and addresses of the incorporator are:

Name	Address
URIAHE E. SHARPE (President)	1501 N.W. 54th. Street Miami, Fla. 33142

Executed by the undersigned at Miami, Florida, on January 23rd., 1996


Uriah E. Sharpe

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submit the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is: "C. D. GROCERTY, INC."
2. The name and address of the registered agent and office is:
Uriah E. Sharpe
1501 N.W. 54th Street
Miami, FL 33142

SIGNATURE Uriah E. Sharpe
Uriah E. Sharpe
(corporate officer)

TITLE: President

DATE: January 23rd., 1996

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CLERK OF STATE
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature Uriah E. Sharpe
Uriah E. Sharpe

Date: January 23rd., 1996