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STATE OF FLORIDA SUITE 200  
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TALLAHASSEE, FL 32399 CONTACT: RAY STORMONT 00  
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FAX: (305) 541-3770

(((H96000001783))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
NAME: BAJA VILLAGE MARKETS, INC.  
FAX AUDIT NUMBER: H96000001783 CURRENT STATUS: REQUESTED  
DATE REQUESTED: 02/06/1996 TIME REQUESTED: 16:58:28  
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0  
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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

February 7, 1996

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: BAJA VILLAGE MARKETS, INC.  
REF: W96000002823

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:


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) 487-6934.

Loria Poole  
Corporate Specialist

FAX Aud. #: H96000001783  
Letter Number: 696A00005353

  
Please

(4)

ARTICLES OF INCORPORATION  
OF  
BAJA VILLAGE MARKETS, INC.

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ARTICLE I - NAME

The name of this corporation is BAJA VILLAGE MARKETS, INC.

## ARTICLE II - PURPOSE

The corporation shall be authorized to transact all legal business of any nature.

## ARTICLE III - CAPITAL STOCK

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

Number of Shares Authorized	Par Value Per Share	Class of Stock
2,000	\$1.00	Common

## ARTICLE IV - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V - INITIAL REGISTERED  
OFFICE AND AGENT

The street address of the initial principal and mailing office of this corporation is:

Ronald R. Fieldstone  
FIELDSTONE LESTER & SHEAR  
200 S. Biscayne Boulevard  
Suite 2100  
Miami, Florida 33131

and the name and address of the initial registered agent of this

RONALD R. FIELDSTONE, ESQ.

FIELDSTONE, LESTER & SHEAR

First Union Financial Center  
200 South Biscayne Blvd., Ste. 2100

Miami, Florida 33131  
F.I.B. # 180035  
305-982-1555

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corporation is:

Name  
Ronald R. Fieldstone

Address  
200 S. Biscayne Boulevard  
Suite 2100  
Miami, Florida 33131

#### ARTICLE VI - COMMENCEMENT

This corporation shall commence on the date on which these Articles are filed with the Secretary of State.

#### ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and addresses of the initial directors of this corporation are:

Name  
Serge Otmezguine

Address  
P.O. Box 600368  
North Miami Beach, FL 33160

#### ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Name  
Ronald R. Fieldstone

Address  
c/o Fieldstone Lester & Shear  
200 S. Biscayne Boulevard  
Suite 2100  
Miami, Florida 33131

#### ARTICLE IX - BY-LAWS

The power to alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

#### ARTICLE X - INDEMNIFICATION

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

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ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

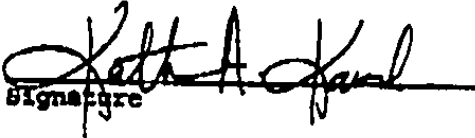
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 1st day of February, 1996.

  
\_\_\_\_\_  
Ronald R. Fieldstone  
Subscriber

STATE OF FLORIDA )  
COUNTY OF DADE ) SS.

BEFORE ME, the undersigned authority, authorized to take acknowledgments in the State and County set forth above, personally appeared Ronald R. Fieldstone, who is known to me or who has produced \_\_\_\_\_ as identification and who did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 1st day of February, 1996.

  
\_\_\_\_\_  
Signature

Print (Notary's Name)  
Notary Public, State of Florida

Notarial Seal:



KATHLEEN A. KALISCH  
MY COMMISSION & CERTIFICATE EXPIRES  
JANUARY 31, 1997  
ISSUED BY THE FLA. BAR ASSOCIATION, INC.

**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, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: **BAJA VILLAGE MARKETS, INC.**
2. The name and address of the registered agent and office is:


Ronald R. Fieldstone  
Fieldstone Lester & Shear  
200 S. Biscayne Boulevard  
Suite 2100  
Miami, Florida 33131

  
\_\_\_\_\_  
Ronald R. Fieldstone

Title: Incorporator

Date: February 6, 1996

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.

  
\_\_\_\_\_  
Ronald R. Fieldstone

Date: February 6, 1996

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TALLAHASSEE, FLORIDA

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