

P96000021771

CAPITAL CONNECTION, INC.
 417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

 PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

PH 3/11/96

| REQUEST | TAKEN | CONFIRMED | APPROVED |
|----------------|-------|-----------|--------------|
| DATE _____ | _____ | _____ | _____ |
| TIME _____ | _____ | _____ | CK No. _____ |
| BY <i>Tyer</i> | _____ | _____ | _____ |

WALK-IN Will Pick Up 3/11 12:00

RE: Celeste Totalable Corporation
 96 MAR 11 PM 1:16
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

- Capital Express™
- Art. of Inc. File _____
- Corp. Record Search _____
- Ltd. Partnership File _____
- Foreign Corp. File _____
- () Cert. Copy(s) _____
- Art. of Amend. File _____
- Dissolution/Withdrawal _____
- C U S - _____
- Fictitious Name File _____
- Name Reservation _____
- Annual Report/Reinstatement _____
- Reg. Agent Service _____
- Document Filing _____
- Corporate Kit _____
- Vehicle Search _____
- Driving Record _____
- Document Retrieval _____
- UCC 1 or 3 File _____
- UCC 11 Search _____
- UCC 11 Retrieval _____
- File No.'s, _____ Copies _____
- Courier Service _____
- Shipping/Handling _____
- Phone () _____
- Top Priority _____
- Express Mail Prop. _____
- FAX () _____ pgs. _____

000001738511
 -03/11/96--01020--011
 ***122.50 ***122.50

DIVISION OF CORPORATIONS
 96 MAR 11 AM 11:54
 RECEIVED

| | |
|--------------------------------|----------|
| SUBTOTALS | _____ |
| FEE..... | \$ _____ |
| DISBURSED..... | \$ _____ |
| SURCHARGE..... | \$ _____ |
| TAX on corporate supplies..... | \$ _____ |
| SUBTOTAL..... | \$ _____ |
| PREPAID..... | \$ _____ |
| BALANCE DUE..... | \$ _____ |
| _____ | \$ _____ |

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 THANK YOU

ARTICLES OF INCORPORATION
OF
CELESTE FOOD STORE, CORPORATION

FILED
96 MAR 11 PM 1:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. - NAME

The name of this Corporation is:

CELESTE FOOD STORE, CORPORATION

Principal Address: 4201 West 16 Avenue, Hialeah, Fl. 33012

Mailing Address: Same as above

ARTICLE II. - DURATION

The duration of this corporation shall be perpetual.

ARTICLE III. - PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under Chapter 607, of the Florida Statutes, including but not limited to construction, real estate investment, development.

ARTICLE IV. - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have authority to issue is ONE HUNDRED (100) shares at ONE DOLLAR & no/100 (\$1.00) par value, all of which are the same class, and are to be common shares.

ARTICLE V. - PREEMPTIVE RIGHTS

Every shareholder shall have the right to purchase his pro-rata share of a new stock of this Corporation at the price at which it is offered to others.

ARTICLE VI.-INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Resident Agent of this Corporation is 4201 West 16 Avenue, Hialeah, Fl. 33012.

Resident Agent: MR. Bissoon Hurry

ARTICLE VII.-INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) Directors initially. The number of Directors may increase from time to time by the By-Laws, but shall never be less than one.

The name and address of the initial directors are :
MR. BISSOON HURRY
15365 S.W. 104 Terrace, Unit 4
MIAMI, FL. 33196
(305) 253-0044

ARTICLE VIII.-INCORPORATION

The name and address of the person that is signing this Article of Incorporation are :

Name: BISSOON HURRY
Address: 15365 S.W. 104 Terrace, Miami, Florida 33196

ARTICLE IX.-BY-LAWS

By-Laws may be repealed or amended, and new By-Laws may be adopted by either the Board of Directors, or the Shareholders, but the Board of Directors may not amend or repeal any By-Laws adopted by the Shareholders, if the Shareholders specifically provide such By-Laws both subject to amendment or repeal by the Directors.

ARTICLE X.-APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the Shareholders of the Corporation to any plan or merger shall be required in every case, whether or not such approval is required by Law.

ARTICLE XI.- MANAGEMENT OF CORPORATION

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this Corporation shall be managed under the direction of the Shareholders of this Corporation.

ARTICLE XII.- AMENDMENT

The 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 corporation.

ARTICLE XIII.- DIRECTOR'S COMPENSATION

The Shareholders of this Corporation shall have the exclusive authority to fix the compensation of the Director of this Corporation.

ARTICLE XIV.-ASSETS

This Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, except that this Corporation shall not have the power to sell, mortgage or pledge all or substantially all of its property and assets without prior Shareholder's approval.

ARTICLE XV. - PREFERENCE, LIMITATIONS, AND RELATIVE RIGHTS OF SHARES
OF CAPITAL STOCK

Section 1. Dividends

The holders of record of the Common shares of this Corporation shall be entitled to dividends at such times as the Corporation is authorized to pay dividends.

Section 2. Rights Upon Liquidation or Dissolution

In the event of any voluntary or involuntary liquidation, dissolution, or winding up of this Corporation, the holders of record of the outstanding Common Shares shall be paid from the remaining assets of the corporation ratably.

Section 3. Voting Rights

Except as otherwise provided by Law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 7 day of MARCH 1996.

_____ B. Hurry
BISSOON HURRY

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME the undersigned authority, a Notary Public, authorized to take acknowledgements, personally appeared:

BISSOON HURRY

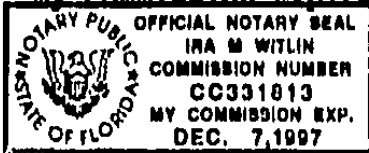
I.D.: Personally known
known to me personally as the persons who executed the foregoing Articles of Incorporation, and who acknowledged that they executed these Articles of Incorporation.


FILED

96 MAR 11 PM 1:17

In Witness Whereof, I have hereunto set my hand and official seal, in the County and State, this 7 day of MARCH, 1996.

My Commission Expires:






Notary Public State of Florida At Large

ACCEPTANCE OF REGISTERED AGENT

Having been named in these Articles Of Incorporation to accept service of process for **CELESTE FOOD STORE, CORPORATION** at the place designated in the Articles of Incorporation, **BISSOON HURRY** hereby agrees to act in this capacity and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated this 7 day of MARCH 1996.



BISSOON HURRY
15365 S.W. 104 TERRACE, UNIT 4
Miami, Fl. 33196
(305) 386-2776

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

P96000021771

NAME _____

FIRM _____

ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matr No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

of No. 53091
 RE: Celeste Food Store,
Corporation

- DISBURSED**
- Capital Exp. Form _____
 - Art. of Amend. File _____
 - Corp. Record Search _____
 - Ltd. Partnership File _____
 - Foreign Corp. File _____
 - () Cert. Copy(s) _____
 - Art. of Amend. File _____
 - Dissolution/Withdrawal _____
 - C U S _____
 - Fictitious Name File _____
 - Name Reservation _____
 - Annual Report/Reinstatement _____
 - Reg. Agent Service _____
 - Document Filing _____

Corporate Kit **600001-896-126**
 Vehicle Search **-07/17/96-01025-008**
 Driving Record ******\$35.00 ****\$35.00**
 Document Retrieval _____

- UCC 1 or 3 File _____
- UCC 11 Search _____
- UCC 11 Retrieval _____
- File No.'s, _____ Copies
- Courier Service _____
- Shipping/Handling _____
- Phone () _____
- Top Priority _____
- Express Mail Prep. _____
- FAX () _____ pgs.

96 AUG - 1 PM 2:47
 SECRETARIAT, STATE
 TALLAHASSEE, FL 32301

SUBTOTALS

| | |
|--------------------------------|----|
| FEE..... | \$ |
| DISBURSED..... | \$ |
| SURCHARGE..... | \$ |
| TAX on corporate supplies..... | \$ |
| SUBTOTAL..... | \$ |
| PREPAID..... | \$ |
| BALANCE DUE..... | \$ |

Amend.

Returned 8/1/96

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY [Signature]

WALK-IN Will Pick Up 7/17 12:00

Added date of adoption per

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection



FLORIDA DEPARTMENT OF STATE
Sundra B. Mortham
Secretary of State

July 17, 1996

CAPITAL CONNECTION

TALLAHASSEE, FL

SUBJECT: CELESTE FOOD STORE, CORPORATION
Ref. Number: P96000021771

We have received your document for CELESTE FOOD STORE, CORPORATION and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

If an amendment was approved by the shareholders, the date of adoption of the amendment and one of the following statements must be contained in the document:

(1) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval.

(2) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

If shareholder approval was not required, a statement to that effect must be contained in the document.

If an amendment was adopted by the incorporators or board of directors without shareholder action, a statement to that effect and that shareholder action was not required must be contained in the document.

The amendment must be signed by an incorporator if adopted by the incorporators or by a director if adopted by the directors.

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) 487-6957.

Joy Moon-French
Corporate Specialist

Letter Number: 096A00034574

AMENDMENT TO ARTICLES OF INCORPORATION OF
CELESTE FOOD STORE, CORPORATION

56 AUG -1 PM 2:47

These Amendments to Articles of Incorporation are hereby filed by CELESTE FOOD STORE, CORPORATION, (document number P96000021771, Articles of Incorporation filed March 11, 1996), as follows:

1. These Amendments are made without shareholder approval, because approval is not required. BissoonDoyal Hurry is the sole officer, director and shareholder of the corporation. The Amendments were adopted by BissoonDoyal Hurry, also known as Bissoon Hurry, as the sole Director and President/Secretary-Treasurer of the corporation, on July 16, 1996.

2. ARTICLES VI, VII and VIII are Amended as follows:

a. Bissoon Hurry is legally known as: BISSOONDOYAL HURRY. All references to Bissoon Hurry shall refer to and be binding upon BISSOONDOYAL HURRY. Bissoon Hurry and Bissoondoyal Hurry are one and the same person. Therefore, Mr. Hurry shall under Article VI remain registered agent, under Article VII shall be the Initial Director, and under Article VIII is the Incorporator of Celeste Food Store, Corporation.

X. B. Hurry
BISSOONDOYAL HURRY as
Director, and President of
Celeste Food Store, Corporation

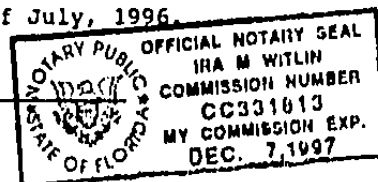
State of Florida
County of Dade

Before me the undersigned authority personally appeared BISSOONDOYAL HURRY, who after first being duly sworn under oath did state that he has executed these Amendments to Articles of Incorporation in his capacity as sole Director President and sole shareholder of Celeste Food Store Corporation, and he has freely and voluntarily executed same for the purposes stated therein.

Affiant : known personally to Notary

Sworn to and subscribed before me this 16TH day of July, 1996.

My Commission Expires: _____



ACCEPTANCE OF REGISTERED AGENT

Having been named in the Articles and Amended Articles of Incorporation to accept service of process for CELESTE FOOD STORE CORPORATION, at the place designated in the Articles & Amended Articles of Incorporation, BISSOONDOYAL HURRY hereby agrees to act in this capacity and further agrees to comply with all provisions the statute relative to the proper and complete performance of my duties.

X. B. Hurry
BISSOONDOYAL HURRY
15365 S.W. 104 Terrace, Unit 4
Miami, Fl. 33196
(305) 386-2776