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G & K ENTERPRISES
17689 PINE NEEDLE TERRACE
BOCA RATON, FLORIDA 33487

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida

March 8, 1996

Dear Sirs:

Enclosed, herewith, please find a check in the amount of \$122.50,
representing filing fees for a profit corporation, to wit:

SHOPPERS MART, INC.

Please send the completed documents of incorporation to:

GEORGE T. CHAPEKIS, Registered Agent
17689 Pine Needle Terrace
Boca Raton, Florida 33487

8000001789748
-03/12/96--01067--005
****122.50 ****122.50

Sincerely,

George Chapekis
George T. Chapekis
Partner

FILED
96 MAR 12 AM 9:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. REGISTER MAR 18 1996 ✓

ARTICLES OF INCORPORATION

SHOPPERS MART, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation is **SHOPPERS MART, INC.**

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any and all business permitted under the laws of the State of Florida and the United States of America. This shall include, but not be limited to, the acquisition and sale of restaurant food & supplies.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of \$1 par value common stock.

ARTICLE IV - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V - OFFICERS/DIRECTORS

The business and affairs of this corporation shall be managed and shall be under the direction of the officers and directors of this corporation. The officers and directors may take action by written consent without a meeting as provided by law and may participate in meetings by means of conference as provided by law. The names of the initial officers/directors of this corporation are:

STEVEN J. YOO

SECRET
MAR 12 AM 9:45
TALLAHASSEE, FLORIDA

ARTICLE VI - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors of this corporation.

ARTICLE VII - REGISTERED AGENT

The name of the initial Registered Agent of this corporation is

GEORGE T. CHAPEKIS
17689 PINE NEEDLE TERR
BOCA RATON, FLORIDA 33487

ARTICLE VIII - INDEMNIFICATION

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

ARTICLE IX - CORPORATE ADDRESS

The initial address of the principal office of the corporation shall be:

1206 SOUTH DIXIE HIGHWAY
LAKE WORTH, FLORIDA 33460

Board of directors may, from time to time, move the principal office to any other address in the State of Florida.

ARTICLE X - AMENDMENTS

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

ARTICLE XI - SUBCHAPTER 'S' CORPORATION

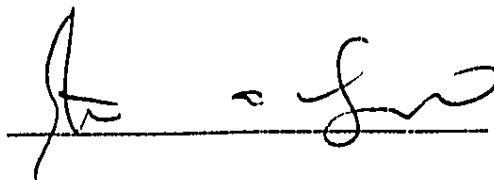
This corporation may elect to be treated as a Subchapter S Corporation as defined by the provisions of the Internal Revenue Code.

ARTICLE XII - INCORPORATOR

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

STEVEN J. YOO
1206 SOUTH DIXIE HIGHWAY
LAKE WORTH, FLORIDA 33460

IN WITNESS THEREOF, the undersigned has executed these Articles of Incorporation this 8TH day of MARCH, 1996.

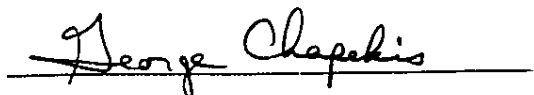


STATE OF FLORIDA)

COUNTY OF PALM BEACH)

BEFORE ME, a Notary Public, State of Florida, personally appeared STEVEN J. YOO, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed same for the purposes therein expressed.

IN WITNESS THEREOF, I have hereby set my hand and affixed my official seal, in the State of Florida, County of Palm Beach this 8TH day of MARCH, 1996.



Notary Public, State of Florida



GEORGE CHAPAKIS
COMMISSION # CC 481312
EXPIRES JULY 17, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

CERTIFICATE DESIGNATING REGISTERED AGENT

Pursuant to the provisions of Section 607.325 of the Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement designating the registered agent in the State of Florida.

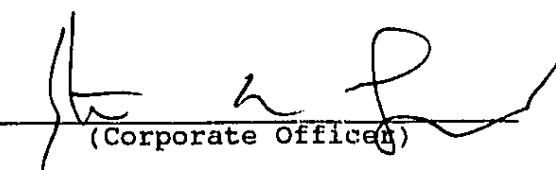
1. The name of the Corporation is:

SHOPPERS MART, INC.

2. The Name and address of the registered agent is:

George T. Chapekis
17689 Pine Needle Terrace
Boca Raton, Florida 33487

SIGNATURE

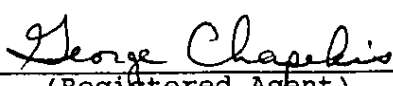

(Corporate Officer)

TITLE: President

DATE: January 12, 1996

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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 OF THE FLORIDA STATUTES.

SIGNATURE


(Registered Agent)

DATE

March 8, 1996

FILED
MAR 12 1996
CLERK OF CIRCUIT COURT
FLORIDA
11:00 AM