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DELOACH,
BEFELER,
STARKMAN &
MAGOLNICK, P.A.

Museum Tower/Suite 2701
150 West Flagler Street
Miami, Florida 33130

GEORGE BEFELER

Telephone
(305) 358-0737 • (305) 379-8300
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March 1, 1996

Office of the Secretary of State
Division of Corporations
Neil Kirkman Building
Tallahassee, Florida 32301

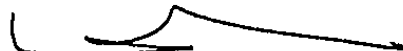
RE: FRESCO'S DISCOUNT, INC.

Gentlemen:

Enclosed is an executed Articles of Incorporation with a conformed copy of the above named company and our check in the amount of \$122.50 representing the filing fee for same.

Very truly yours,

GEORGE BEFELER, P.A.



GEORGE BEFELER, ESQ.

GB:kl

Enclosures

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96 MAR 19 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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3/19/96



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 13, 1996

GEORGE BEFELER, ESQUIRE
MUSEUM TOWER/SUITE 2701
150 WEST FLAGLER STREET
MIAMI, FL 33130

SUBJECT: FRESCO'S DISCOUNT, INC.
Ref. Number: W96000005481

We have received your document for FRESCO'S DISCOUNT, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name you are requesting is unavailable, since it has been reserved by another individual. In order to use the name you must obtain their release. When the document is resubmitted, please return a copy of this letter to ensure proper handling.

If you have any questions about the availability of a particular corporate name, please call (904) 488-9000.

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) 487-6933.

Dana Farmer
Document Specialist

Lotter Number: 296A00011131

LAW OFFICES
BLAXBERG, GRAYSON, & SINGER

JOSE L. LORENZO
WHITTEN DIRECT DIAL: 301-7079 Ext. 316

PROFESSIONAL ASSOCIATION
SUITE 710, INDIANANT BUILDING
15 N. MIAMI BEACH SECOND AVENUE
MIAMI, FLORIDA 33131-1808

TELEPHONE: (305) 381-7079
TELECOPY: (305) 371-4816

March 15, 1996

George Befeler, Esq.
Delgado, Befeler, Starkman & Magolnick
150 West Flagler Street
Miami, Florida 33131

Re: FRESCO'S DISCOUNT, INC.
Our File #994-3

Dear Mr. Befeler:

Our firm has reserved the rights to use the corporate name, "FRESCO'S DISCOUNT, INC." under reservation number R96000000523. Please show this letter to serve as your authorization to use such name only in conjunction with the incorporation of an entity on behalf of Carlos Nachon, Pedro Penton and Julio Sanchez, and for no other purpose.

This letter shall also serve as authorization for the Secretary of State of Florida to accept and file articles of incorporation for such entity from your office.

Very truly yours,



JOSE L. LORENZO

tck:04/01/96

cc: Seymour N. Singer, Esq.
Pedro Penton

JLL/vlfq/disk-pen

ARTICLES OF INCORPORATION

OF

FRESCO'S DISCOUNT, INC.

FILED
96 MAR 19 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, ACTING AS INCORPORATOR OF A CORPORATION UNDER THE FLORIDA BUSINESS CORPORATION ACT, ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION:

FIRST: The name of the corporation is FRESCO'S DISCOUNT, INC.

SECOND: The period of its duration is perpetual.

THIRD: The date and time of the commencement of the corporate existence shall be the date of the filing of these Articles by the Department of State.

FOURTH: The purpose or purposes for which the corporation is organized is to engage in the transaction of any or all lawful business for which the corporation may be incorporated under the provisions of the Florida Business Corporation Act.

FIFTH: The aggregate number of shares which the corporation shall have authority to issue is ONE HUNDRED (100) SHARES of capital stock, \$1.00 par value each.

SIXTH: The number of directors constituting the initial Board of Directors of the corporation is one (1) and the name and address of the person who is to serve as director until the first annual meeting of shareholders or until her successor is elected and qualified is:

Carlos Nachon
12000 Southwest 8th Street
Miami, Florida 33174


SEVENTH: The name and address of the incorporator, the initial registered agent and the initial registered office is:

George Befeler
150 West Flagler Street
Museum Tower, Suite 2701
Miami, Florida 33130

EIGHTH: The principal office of the corporation is:


Fresco's Discount, Inc.
12000 Southwest 8th Street
Miami, Florida 33174

DATED: March 1, 1996


GEORGE BEFELER
Incorporator and Initial
Registered Agent

ACCEPTANCE OF REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent of the corporation.


GEORGE BEFELER
Incorporator and Initial
Registered Agent

FILED
93 MAR 19 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
: SS:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 1st day of March, 1996 by George Befeler who did take an oath and who is personally known to me.

Elizabeth Paretti
NOTARY PUBLIC, STATE OF
FLORIDA AT LARGE

My commission expires:



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