

4/04/96

FLORIDA DIVISION OF CORPORATIONS

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TO: DIRECTOR OF CORPORATIONS

FROM: ACE INDUSTRIES, INC.

STATE OF FLORIDA

19 EAST BAY STREET

MIAMI FL 33136-40907-00000000

FAX: (904) 922-4000

CONTACT: LYNN FRIEDMAN

PHONE: (305) 358-2871

FAX: (305) 358-7832

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: U AND M FOOD MART, INC.

FAX AUDIT NUMBER: H96000004872

CURRENT STATUS: REQUESTED

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**ARTICLES OF INCORPORATION
OF
U AND M FOOD MART, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation is U AND M FOOD MART, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually, commencing at the time of filing these articles with the State of Florida.

ARTICLE III - PURPOSES

This corporation is organized for the purposes of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue five hundred (500) shares at \$1.00 per value, common stock, which shall be designated "Common Shares".

ARTICLE V - 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.

ARTICLE VI - PREEMPTIVE RIGHTS

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

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ACE INDUSTRIES, INC.
64 NW 11th Street
Miami, FL 33136

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ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1701 N. Hwy 10, Easton, FL 32726 and the name of the initial registered agent of this corporation at that address is: URVISH A. PATEL.

ARTICLE VIII - INITIAL OFFICERS & BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the bylaws, but shall never be less than one. The names and addresses of the initial officers and directors of this corporation are:

URVISH A. PATEL, President, Secretary, Treasurer,
1701 N. Highway 19, Easton, FL 32726

MIRA U. PATEL, Vice President
1701 N. Highway 19, Easton, FL 32726

ARTICLE IX - INITIAL PRINCIPLE OFFICE

The street address of the initial principal office is 1701 N. Highway 19, Easton, FL 32926 and is the same address as the initial registered agent of the corporation as contained in Article VII of these Articles of Incorporation.

ARTICLE X - INCORPORATORS

The names and addresses of the persons signing these Articles are:

URVISH A. PATEL, 1701 N. Highway 19, Easton, FL 32926

MIRA U. PATEL, 1701 N. Highway 19, Easton, FL 32926

ARTICLE XI - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the Shareholders.

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ARTICLE XII - CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by the Board of Directors of this corporation.

ARTICLE XIII - SHAREHOLDER QUORUM AND VOTING

Fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholder.

ARTICLE XIV - INDEMNIFICATION

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

ARTICLE XV - AMENDMENT

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

ARTICLE XVI - RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons in the amount set forth opposite their name:

URVISH A. PATEL	250 SHARES
MIRA U. PATEL	250 SHARES

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Shares held by the initial stockholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 19 day of March, 1996.

URVISH A. PATEL

MIRA U. PATEL

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1996 MAR 19 10:00

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STATE OF FLORIDA
COUNTY OF BREVARD Lake

The foregoing Articles of Incorporation was acknowledged before me this 19th day of March, 1996, by Urvish A. Patel and
Mira U. Patel who are personally know to me or who have produced
Florida Driver License as identification.



Queen H. Hawkins
Notary Public, State of Florida

Having been named as registered agent and to accept service of process for the above state corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in the capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and am familiar with and accept the obligations of my position as registered agent.

Dated: 03/19/96

Patel

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