

SENT BY:

4-12-96 13:50

GEIGER KASDIN -

1/0

4/12/96

11:35 AM

((H9600005202))

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

CONTACT: BEVERLY O RIEDY
PHONE: (305) 372-3000
FAX: (305) 372-0052

((H96000005202))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: GROCERIES ONLINE, INC.

FAX AUDIT NUMBER: H96000005202

CURRENT STATUS: REQUESTED

DATE REQUESTED: 04/12/1996

TIME REQUESTED: 11:34:55

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 4

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$122.50

ACCOUNT NUMBER: 076030000723

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4/12/96

FLORIDA DIVISION OF CORPORATIONS

PUBLIC ACCESS SYSTEM

((H96000005202))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: GEIGER, KASDIN, HELLER, KUPERSTEIN,
1428 BRICKELL AVE
6TH FLOOR
MIAMI FL 33131-

CONTACT: BEVERLY O RIEDY
PHONE: (305) 372-5000
FAX: (305) 372-0052

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96 APR 12 PM 3:36

GEIGER KASDIN

FA#: H96-5202

**ARTICLES OF INCORPORATION OF
GROCERIES ONLINE, INC.****FILED**
96 APR 12 PM 4:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**ARTICLE I
NAME**

The name of the Corporation is GROCERIES ONLINE, INC.

**ARTICLE II
DURATION**

This Corporation shall commence its existence upon the filing of these Articles of Incorporation and shall continue perpetually thereafter.

**ARTICLE III
PURPOSE**

This Corporation is organized for the purpose of transacting any and all lawful business under the laws of the State of Florida.

**ARTICLE IV
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the corporation is: 120 N.E. 90th STREET, EL PORTAL, FLORIDA 33138.

**ARTICLE V
CAPITAL STOCK**

This Corporation is authorized to issue 1,000 shares of \$1.00 par value common stock, which shall be designated "Common Shares."

Karl Schumer, Esq.
GEIGER, KASDIN, HELLER, KUPERSTEIN,
CHAMES & WEIL, P.A.
1428 Brickell Avenue, 6th Floor
Miami, Florida 33131
Telephone: (305) 372-5000
Facsimile: (305) 372-0052
Florida Bar Number: 0001643

FA#: H96-5202

FA#: H96-5202

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of this Corporation is 1428 Brickell Avenue, 6th Floor, Miami, Florida 33131, and the name of the initial Registered Agent of this Corporation at that address is KARL SCHUMER, ESQ.

ARTICLE VII
INCORPORATOR

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

Name

Address

KARL SCHUMER, ESQ.

1428 Brickell Avenue, 6th Floor
Miami, Florida 33131

ARTICLE VIII
POWERS

This corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

ARTICLE IX
AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment to them, and any rights conferred upon the shareholders are subject to this reservation.

PA#: H96-5202

**ARTICLE X
OFFICERS**

The following shall be the officers of the Corporation:

President	-	JORGE CARABELLI
Vice-President	-	KARL SCHUMER
Secretary	-	KARL SCHUMER
Treasurer	-	JORGE CARABELLI

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 12th day of APRIL, 1996.


KARL SCHUMER, ESQ.

SENT BY:

4-12-96 13:51

GEIGER KASDIN -


1# 0/ 0

PA#: 1196-5202

**CERTIFICATE DESIGNATING REGISTERED OFFICE
FOR SERVICE OF PROCESS
WITHIN THE STATE OF FLORIDA, NAMING REGISTERED AGENT
UPON WHOM PROCESS MAY BE SERVED**

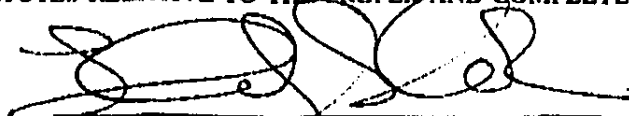
IN COMPLIANCE WITH SECTIONS 607.0501 AND 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

THAT GROCERIES ONLINE, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER
THE LAWS OF THE STATE OF FLORIDA, HAS NAMED KARL SCHUMER, ESQ., LOCATED
AT 1428 BRICKELL AVENUE, 6TH FLOOR, MIAMI, DADE COUNTY, FLORIDA, 33131, ITS
REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA.


KARL SCHUMER, ESQ.
Incorporator
TITLE
04/12/96
DATE

FILED
96 APR 12 PM 4:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 THE CAPACITY OF REGISTERED AGENT, AND I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE
PERFORMANCE OF MY DUTIES.


KARL SCHUMER, ESQ.