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KOPELOWITZ, SAAVEDRA & PELOSI

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- * MEMBER OF THE FLORIDA, VIRGINIA,
CONNECTICUT, AND WASHINGTON D.C. BAR
- ** MEMBER OF THE FLORIDA BAR
- *** MEMBER OF THE CONNECTICUT BAR
- **** MEMBER OF THE WASHINGTON D.C.
AND NEW YORK BAR

FILED

96 JUL 11 PM 3:48

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MARIO THOMAS GABOURN***
MORNA A. MURRAY**
JOSEPH GREH****

Washington D.C. Office
Suite 712, Colonial Place I
2111 Wilson Boulevard
Arlington, VA 22201
Telephone (703) 551-5004
Facsimile (703) 528-1724

July 1, 1996

Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

ENCLOSURE 1 1831 3128
-07/11/96--01002--004
***122.50 ***122.50

Re: JoAnna's Marketplace at Brickell Key, Inc.

Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Incorporation of the above-referenced corporation, together with our check made payable to you in the amount of \$122.50.

Kindly arrange to file the original Articles and return a certified copy to us.

Payment is to be applied as follows:

Filing Fees	\$ 35.00
Certified Copy	52.50
Registered Agent Designation	<u>35.00</u>
Total	\$122.50

Should you require any additional information, please feel free to call me. Thank you for your assistance in this matter.

Very truly yours,

Kathy Magyar
Legal Assistant

/km
Enclosures

CORP/ART-LTR

ARTICLES OF INCORPORATION

FILED

OF

96 JUL 11 PM 3:48

JOANNA'S MARKETPLACE AT BRICKELL KEY, INC. SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I

CORPORATE NAME

The name of this Corporation shall be:

JOANNA'S MARKETPLACE AT BRICKELL KEY, INC.

The address of the principal place of this corporation shall be 701 Brickell Key Boulevard, Miami, Florida and the mailing address of the corporation shall be the same.

ARTICLE II

NATURE OF CORPORATE BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this Corporation shall be authorized to issue and have outstanding at any one time shall be 1,000 shares of common stock.

ARTICLE IV

TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE V

REGISTERED AGENT

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

HARVEY KOPELOWITZ, ESQ.
KOPELOWITZ, SAAVEDRA & PELOSI
312 S.E. 17TH STREET, 2ND FLOOR
FORT LAUDERDALE, FLORIDA 33316

ARTICLE VI

BOARD OF DIRECTORS

This Corporation shall have three (3) Directors initially.

ARTICLE VII

INITIAL DIRECTOR

The name and address of the initial Director of this Corporation is:

Alan Lederman	701 Brickell Key Boulevard Miami, Florida
Michael Lederman	701 Brickell Key Boulevard Miami, Florida
John Lederman	701 Brickell Key Boulevard Miami, Florida

The person named as initial Director shall hold office for the first year of existence of this Corporation, or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE VIII

INCORPORATOR

The name of the person signing these Articles of Incorporation as the Incorporator is John Lederman, whose street address is 701 Brickell Key Boulevard, Miami, Florida.

ARTICLE IX

INDEMNIFICATION

This Corporation shall indemnify to the fullest extent permitted by Section 607.0850 of the Florida Business Corporation Act, as may be amended from time to time, any director or officer of the Corporation who is a party or who is threatened to be made a party to any proceeding which is a threatened, pending or completed action or suit brought against said officer or director in said official capacity. This Corporation shall not indemnify any director or officer in any action or suit, threatened, pending or completed, brought by him against the Corporation, in the event the officer or director is not the prevailing party. Indemnification of any other persons, such as employees or agents of the Corporation, or serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise, shall be determined in the sole and absolute discretion of the Board of Directors of the Corporation.

Pursuant to Section 607.0850(9)(a) of the Florida Business Corporation Act, no court order indemnification shall, under any circumstances, be permitted.

ARTICLE X

AFFILIATED TRANSACTIONS

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

ARTICLE XI

CONTROL SHARE ACQUISITIONS

This Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on June 19, 1996.




Alan Lederman, Incorporator

STATE OF FLORIDA)
) SS.
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me on June 26, 1996, by Alan Lederman, as Incorporator. He is personally known to me.

(SEAL)  KEITH R. HOELZEL
STATE OF FLORIDA
My Comm Exp 12/9/99
BONDED
NOT. I.D. # 253499 COM. # CC511637



Notary Public

My Commission Expires: 12-9-99

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND OFFICE FOR SERVICE OF PROCESS**

FILED

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JoAnna's Marketplace at Brickell Key, Inc., a Corporation, existing under the laws of the State of Florida with its principal office and mailing address at 701 Brickell Key Boulevard, Miami, Florida, has named HARVEY KOPELOWITZ, whose address is KOPELOWITZ, SAAVEDRA & PELOSI, 312 S.E. 17th Street, 2nd Floor, Fort Lauderdale, Florida 33316, as its agent to accept service of process within the State of Florida.

ACCEPTANCE:

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law.



HARVEY KOPELOWITZ