

1201 HAYS STREET  
MIAMI, FL 33130  
80 3 2 10 11  
P96000069034



PRESIDENTIAL  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 058157 9027A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : August 19, 1996

ORDER TIME : 2:32 PM

ORDER NO. : 058157

CUSTOMER NO: 9027A

CUSTOMER: Lawrence Shapiro, Esq  
LAWRENCE J. SHAPIRO  
& ASSOCIATES, P.A.  
World Trade Center, Suite 2180  
80 Southwest Eighth Street  
Miami, FL 33130

000001926020  
-08/30/96-01041-002  
\*\*\*122.50 \*\*\*122.50

DOMESTIC FILING

NAME: KEY BISCAYNE GOURMET FARMER'S  
MARKET, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 AUG 19 PM 9:27

RECEIVED  
96 AUG 19 PM 4:16  
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

06 AUG 19 AM 9:27

OF

KEY BISCAYNE GOURMET FARMER'S MARKET, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be: KEY BISCAYNE GOURMET FARMER'S MARKET, INC.

The address of the principal office of this corporation shall be: 91 Harbor Drive, Key Biscayne, Florida, 33149 and the mailing address shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or 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 is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1 par value per share.

**ARTICLE IV. ADDRESS**

The street address of the initial registered office of the corporation shall be 80 S.W. Eighth Street, Suite 2180, Miami, Florida, and the name of the initial registered agent of the corporation at that address is Lawrence J. Shapiro & Assoc., P.A.

**ARTICLE V. TERM OF EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE VI. OFFICERS AND DIRECTORS**

This corporation shall have two officers and one director, initially. The name and street address of the initial officers and director who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

Pres./Treas./Dir.

James C. Massari  
91 Harbor Drive  
Key Biscayne, Florida 33149

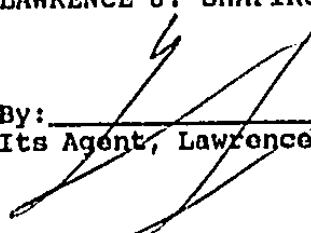
**ARTICLE VII. INCORPORATOR**

The name and street address of the incorporator to these Articles of Incorporation is:

Lawrence J. Shapiro & Assoc., P.A.  
80 S.W. Eighth Street  
Suite 2180  
Miami, Florida 33130

IN WITNESS WHEREOF, the undersigned agent of Lawrence J. Shapiro & Assoc., P.A., has hereunto set his hand and seal of Lawrence J. Shapiro & Assoc., P.A., on this 15th day of August, 1996.

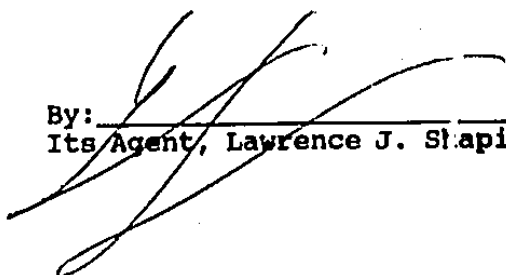
LAWRENCE J. SHAPIRO & ASSOC., P.A.

By:   
Its Agent, Lawrence J. Shapiro, Esq.

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION**

Lawrence J. Shapiro & Assoc., P.A., a Florida Corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

LAWRENCE J. SHAPIRO & ASSOC., P.A.

By:   
Its Agent, Lawrence J. Shapiro, Esq.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 AUG 19 AM 9:28