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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: FAS-T CORP. AGENTS, INC.
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NAME: FAMILY PRICES, INC.

AUDIT NUMBER.....H96000014110

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

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ARTICLES OF INCORPORATION
OF
FAMILY PRICES, INC.

ARTICLE I-NAME

The name of this Corporation is FAMILY PRICES, INC.

ARTICLE II-DURATION

This Corporation shall have a perpetual existence commencing on the Date of Filing.

ARTICLE III-PURPOSE

This Corporation may engage in any activity of business permitted under the laws of the United States and the State of Florida.

ARTICLE IV-CAPITAL STOCK

This Corporation is authorized to issue (FIVE HUNDRED) 500 shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares".

ARTICLE V-INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered office of this Corporation is FRANCISCO R. MENDEZ, 3520 SW 108 AVE., MIAMI, FL 33165. The principal place of business of the Corporation shall be 2742 SW 8 ST. STE. 23, MIAMI, FL 33135.

ARTICLE VI-INITIAL BOARD OF DIRECTORS

This Corporation shall have two (2) Directors initially. The number of Directors may be increased or decreased from time to time by the By-Laws, but shall never be less than one (1). The name (s) and address of the initial Directors are:

NAME	ADDRESS
FRANCISCO R. MENDEZ PRESIDENT - 450 SHARES (90%)	3520 SW 108 AVE. MIAMI, FL 33165
CEGAR N. MENDEZ SECRETARY - 50 SHARES (10%)	3520 SW 108 AVE. MIAMI, FL 33165
PREPARED BY: DAISY MARTINEZ (DEMAR ENTERPRISES, INC.) ACCOUNTANT	1550 W 84 ST. #77 HIALEAH, FL 33014 PHONE (305) 558-4947 FAX (305) 821-9794

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ARTICLES VII-LAWS

The By-Laws of this Corporation may be adopted, altered, amended or repealed by either the Stockholder (s) or Director (s).

ARTICLE VIII-INDEMNIFICATION

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE IX-PREEMPTIVE RIGHTS

Every Stockholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or serie as that which he/she already holds, shall have the right to purchase his/her prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X-INCORPORATOR

The person signing these articles is FRANCISCO R. MENDEZ, 3520 SW 108 AVE., MIAMI, FL 33165.

ARTICLE XI-AMENDMENT

This Corporation reserves the right to maned or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 8 day of October, 1996.


FRANCISCO R. MENDEZ
PRESIDENT


CESAR N. MENDEZ
SECRETARY

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

First that FAMILY PRICES, INC. desiring to organize under the laws of the State of FLORIDA with its principal office, as indicated in the Articles of Incorporation has named FRANCISCO R. MENDEZ located at MIAMI, FL, County of DADE, State of Florida, as its agent to accept service of process within this state.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Dated this October 8, 1996.



FRANCISCO R. MENDEZ
Registered Agent

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