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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS FAX #: (904)922-4001
FROM: CORPORATE CREATIONS INTERNATIONAL INC. ACCT#: 073171003004
CONTACT: JOHNNY C RODRIGUEZ
PHONE: (305)672-0686 FAX #: (305)672-9110
NAME: FRESH MART OF CLEWISTON, INC.
AUDIT NUMBER.....H96000014149
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.P.
CERT. OF STATUS..1 PAGES..... 4
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10/9/96
JD

5960-454B

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**Articles of Incorporation
of
Fresh Mart of Clewiston, Inc.**

Article I. Name

The name of this Florida corporation is:
Fresh Mart of Clewiston, Inc.

Article II. Address

The mailing address of the Corporation is:
Fresh Mart of Clewiston, Inc.
123 Deane Duff Avenue
Clewiston FL 33440

Article III. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article IV. Registered Agent

The name and address of the registered agent of the Corporation is:

Melanie A. McGahee
333 South Comercio, Suite B
Clewiston FL 33440

Article V. Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation.

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Melanie McGahee FL Bar Member 0982694
Melanie McGahee, Esq.
333 South Comercio, Suite B
Clewiston FL 33440
941-983-1677 • Fax

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The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law. The name of each initial member of the Corporation's Board of Directors is:

Adnan Odeh
Rasmi Haifa

Article VI. Incorporator

The name and address of the incorporator is:

Melanie McGahee
Melanie McGahee, Esq.
333 South Comercio, Suite B
Clewiston FL 33440

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective October 8, 1996

The authorized representative of the incorporator executed these Articles of Incorporation on October 8, 1996



MELANIE MCGAHEE
Brian R. Fons as attorney-in-fact

H96000014149

Melanie McGahee FL Bar Member 0962694
Melanie McGahee, Esq.
333 South Comercio, Suite B
Clewiston FL 33440
941-983-1677 • Fax

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT AND REGISTERED OFFICE**

CORPORATION:
Fresh Mart of Clewiston, Inc.

REGISTERED AGENT:
Melanie A. McGahee
333 South Comercio, Suite B
Clewiston FL 33440

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I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


MELANIE A. MCGAHEE
Brian R. Fons as attorney-in-fact

Date: 10/8/96

Melanie McGahee FL Bar Member 0862694
Melanie McGahee, Esq.
333 South Comercio, Suite B
Clewiston FL 33440
941-983-1677 • Fax

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Melanie A. McGahee
Attorney at Law
333 South Commercial Street, Suite B
Clewiston, Florida 33440

Fax (941) 933-1973

Telephone (941) 933-1677

October 21, 1996

State of Florida
Department of State
Corporations Division
Post Office Box 6327
Tallahassee, Florida 32314

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*****35.00 *****35.00

Re: Articles of Amendment
Fresh Mart of Clewiston, Inc.

Dear Sir:

In regard to the above captioned matter, enclosed for filing with your office please find an original and one copy of **Articles of Amendment to Articles of Incorporation of Fresh Mart of Clewiston, Inc.**

We have also enclosed a check in the amount of \$35.00 representing filing fees, together with a self addressed, stamped envelope for your convenience in returning a filed copy to our office.

We appreciate your prompt attention to this matter.

Very truly yours,

Melanie A. McGahee

MAM:me
Enclosures

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96 OCT 28 AM 10:57
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TALLAHASSEE, FLORIDA

Amend & Name Change
NFS
10-31-96

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
FRESH MART OF CLEWISTON, INC.**

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96 OCT 28 AM 10: 57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006, Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: Amendments adopted::

ARTICLE I. NAME

The name of this Florida corporation is:
Clewiston Fresh Supermarket, Inc.

ARTICLE V. BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law. The name of each initial member of the Corporation's Board of Directors is:

Adnan Odeh
Rasmi Haifa
Hani Hassen

SECOND: The date of each Amendment's adoption: October 12, 1996;

THIRD: Adoption of Amendment:

The Amendment was duly approved by the shareholders in accordance with section 607.1006.

SIGNED, this 12th day of October, 1996.

Signature: _____

Typed Name: Adnan Odeh
Melanie A. McGahee as attorney-in-fact

Title: President