

P 960000 83558

SAWYER AND PILKA, P.A.
ATTORNEYS AT LAW

PLEASE REPLY TO BRANDON ADDRESS
PALM BEACH (813) 651-0710

CAROLINE A. ADAMS
NIRRON ALVES LETO
DANIEL F. PILKA
GARY W. SAWYER
STEVEN K. WAGGONER

*BOARD CERTIFIED CIVIL TRIAL LAWYER
*CERTIFIED MEDIATOR/ARBITRATOR

ROBERT FRASER
OF COUNSEL

TELEPHONE (813) 651-0710
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FILED
OCT-17 1996
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

September 17, 1996

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

700001952017
-09/19/96--01088--001
****122.50 ****122.50

RE: ELE NEE, Inc.

Dear Division of Corporations Personnel:

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and a check in the amount of \$122.50.

Please return the certified copy of the Articles of Incorporation to:

Sheron Alves Leto, Esquire
Sawyer & Pilka, P.A.
213 Providence Road
Brandon, Florida 33511
(813) 653-3800

Thank you for your attention in this matter.

Sincerely,

Sheron Alves Leto
Sheron Alves Leto

SAL/sl
enclosures

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Waggoner 11558
eng Trans
510



SAWYER AND PILKA, P.A.
ATTORNEYS AT LAW

PLEASE REPLY TO: BRANDON ADDRESS
PALM BEACH (313) 681-0710

CAROLINE A. ADAMS
SHERON ALVES LETO
DANIEL F. PILKA
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OF COUNSEL

TELEPHONE (813) 683-3800
TELEPHONE (841) 687-0780

October 7, 1996

Ms. Freida Chesser
Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: ELE NEE, Inc.
Ref. No.: W96000019858
Letter No.: 796A00043497
Our File No.: 96-2203

Dear Ms. Chesser:

Please be advised that the name of the above-referenced entity is composed of the last three letters of the incorporator's daughter's middle name, Michele and the incorporator's wife's middle name, Renee.

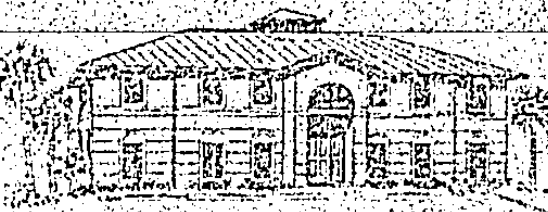
Pursuant to your letter of September 20, 1996 (enclosed), you will find a copy of that correspondence and the original Articles of Incorporation for ELE NEE, Inc. and a copy to be certified.

If I may be of further assistance in this matter, please do not hesitate to contact me.

Sincerely,

Sheron Alves Leto
Sheron Alves Leto

RECEIVED
OCT 10 1996
TALLAHASSEE, FLORIDA
DIVISION OF STATE
CORPORATIONS
cc: Mr. John Walter





FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 20, 1996

SHERON ALVES LETO ESQUIRE
SAWYER AND PILKA PA
P O BOX 3470
BRANDON, FL 33509-3470

SUBJECT: ELE NEE, INC.
Ref. Number: W96000019858

We have received your document for ELE NEE, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please provide an English translation for the entity's name in your cover letter.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 796A00043497

ARTICLES OF INCORPORATION
OF

ELE NEE, INC.

In compliance with the requirements of F.S. Chapter 607, undersigned, being a natural person, does hereby act as incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

FILED
96 OCT -7 AM 10:18
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I

The name of the corporation ("Corporation") is ELE NEE, INC.

ARTICLE II

The existence of the corporation shall be perpetual and shall begin upon the filing of the Articles of Incorporation with the Florida Department of State.

ARTICLE III

The street address of the principal office of the Corporation is 102 Magnolia Lane, Tampa, Florida 33610.

ARTICLE IV

The general purposes for which this corporation are formed are to merchandise, sell, offer for sale, and distribute at wholesale and retail, foods and foodstuffs of all kinds and descriptions, whether in bulk, package, bottle, or can, including beverages of all kinds and for all purposes, and to generally deal in groceries and grocery products. In general to have and exercise any and all power that corporations have and may exercise under the laws of the State of Florida, specifically including the provisions of Section 607.011 of the Florida Statutes, and as the same may be amended, except such powers as are inconsistent with the express provisions of these articles of incorporation.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is one hundred (100), all of which shall be Common Shares, without par value. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered

office is 102 Magnolia Lane, Tampa, Florida 33610. The initial registered agent for the Corporation at that address is John R. Walter.

ARTICLE VI

The initial board of directors shall consist of three (3) members. The names and address of the persons who will serve on the initial board of directors are:

Name	Address
John R. Walter	102 Magnolia Lane Tampa, Florida 33610
Pamela R. Walter	102 Magnolia Lane Tampa, Florida 33610
Cuthbert Juno Baptiste	Papillote Trafalgar, Dominica

ARTICLE VII

The name and street address of the person signing these articles of incorporation is:

Name	Address
John R. Walter	102 Magnolia Lane Tampa, Florida 33610

ARTICLE VIII

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 17th day of September, 1996.


John R. Walter

Date: September 17th, 1996.

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, 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.

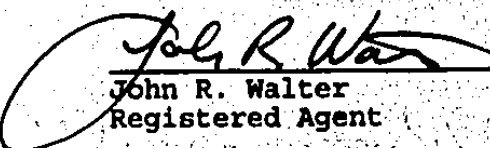
1. The name of the corporation is ELE NEE, Inc.
2. The name and address of the registered agent is:

John R. Walter
102 Magnolia Lane
Tampa, FL 33610

Dated this 17th day of September, 1996.


John R. Walter
Incorporator

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.


John R. Walter
Registered Agent

FILED
OCT -7 AM 10:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA