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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
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NAME: JOE'S MARKET U.S.A., INCORPORATED

AUDIT NUMBER.....H96000015870

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

CERT. OF STATUS..0

PAGES..... 5

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ARTICLES OF INCORPORATION

OF

JOE'S MARKET U.S.A., INCORPORATED

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The undersigned subscriber of these Articles of Incorporation, natural person competent to contract, heraby associates himself to form a corporation under the laws of the State of Florida,

FIRST: The name of the corporation is: JOE'S MARKET U.S.A., INCORPORATED.

SECOND: The corporation may engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

THIRD: The maximum number of shares which this corporation is authorized to have outstanding at any time shall be 100 shares, having a One (\$1.00) Dollar value each.

All of the aforementioned stock is to be issued as fully paid for and is exempt from assessment.

The capital stock may be paid for in property, labor or services at a just valuation, to be fixed by the incorporators, or by the directors at a meeting called for such purpose, or at the organization meeting.

Property, labor or services may also be purchased or paid for with the capital stock at a just valuation of said property, to be fixed by the directors of the company. Stock in other corporations or going businesses may be purchased by the corporations or going businesses may be purchased by the corporation in return for the issuance of the capital stock, and said purchase shall be on much of the capital stock as the directors of the company may decide.

Prepared by: Corey E. Hoffman
Florida Bar No. 229776
3250 Mary Street, Ste. 400
Coconut Grove, FL 33133
(305)442-4333

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FOURTH: The amount of capital with which the corporation may begin business will not be less than One Hundred (\$100.00) Dollars.

FIFTH: The corporation is to have perpetual existence.

SIXTH: The principal place of business of this corporation shall be:

3250 Mary Street
Suite 400
Coconut Grove, FL 33133

SEVENTH: The number of directors constituting the initial board of directors is One (1).

EIGHTH: The name and post office address of the President, Vice-president, Secretary and Treasurer who, subject to the provisions of these Articles of Incorporation and of the corporation's existence, or until their successors are elected and shall have qualified, are the following:

President, Vice President, Secretary, Treasurer and Director:

JEAN-PIERRE FARGEON
c/o 3250 Mary Street, Suite 400
Coconut Grove, FL 33133

NINTH: The name and post office address of the incorporator is:

JEAN-PIERRE FARGEON
c/o 3250 Mary Street, Suite 400
Coconut Grove, FL 33133

TENTH: In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, the board of directors is hereby especially authorized:

- a. To make and alter the by-laws at pleasure.
- b. To fix the amount to be reserved as working capital and to authorize and cause to be executed mortgages and liens upon the property and franchises of this corporation.

ELEVENTH: Cumulative voting may be permitted by the terms of the by-laws.

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IN WITNESS WHEREOF, the parties have hereunto set their hands
and seals on this 8 day of November, 1996.



JEAN-PIERRE FARGEON, INCORPORATOR (SEAL)

STATE OF FLORIDA)
COUNTY OF DADE)

I HEREBY CERTIFY that on this day, before me, an officer duly
authorized in the State aforesaid and in the County aforesaid to
take acknowledgments, personally appeared JEAN-PIERRE FARGEON and
acknowledged the foregoing instrument.

WITNESS my hand and official seal in the County and State last
aforesaid this 8 day of November, 1996.

My Commission Expires:



NOTARY PUBLIC, STATE OF
FLORIDA AT LARGE



LIANA M PELL
My Commission Expires
Expires Nov. 28, 1997
Bonded by HAI
800-428-1088

NAME OF NOTARY PUBLIC

☒ Personally known to me, or
☐ Produced identification

☐ Did take an oath
☒ Did not take an oath

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CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

JOE'S MARKET U.S.A., INCORPORATED

Pursuant to Chapter 607.0801 Florida Statutes, the following is submitted, in compliance with said Act:

First-That JOE'S MARKET U.S.A., INCORPORATED desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation of Dade County, State of Florida has named COREY E. HOFFMAN, 3250 Mary Street, Suite 400, Coconut Grove, FL 33133, as its agent to accept service of process within the state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate. I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By:


COREY E. HOFFMAN, REGISTERED AGENT

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SEC. 607.0801
FALL 1996

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