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11/25/96

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

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FROM: ANTHONY P. BERNARD
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NAME: LIL SHANNON'S GROCERY & BEVERAGES, INC.
AUDIT NUMBER.....H96000016666
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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A. Bernard Bookkeeping & Tax Service, Inc.
16201 Sw 95th Ave. Suite 109
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fax

DIVISION OF CORPORATIONS

to:

Linda Stitt.

fax #:

1-(904) 922-4000

from:

ANTHONY BERNARD

date:

11/25/96

subject:

ARTICLES OF INCORPORATION

pages:

5

NOTES:

AUDIT#: H96000016666

ARTICLES OF INCORPORATION
of

LIL SHANNON'S GROCERY & BEVERAGES, INC.
(name of corporation)

THE UNDERSIGNED SUBSCRIBER(S) TO THESE ARTICLES OF INCORPORATION, NATURAL PERSON(S) COMPETENT TO CONTRACT, HEREBY FORM A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA.

ARTICLE I - CORPORATE NAME

THE NAME OF THE CORPORATION IS:

LIL SHANNON'S GROCERY & BEVERAGES, INC.
10755 SW 190TH STREET, DAY 5, MIAMI, FL. 33187

ARTICLE II - DURATION

THIS CORPORATION SHALL EXIST PERPETUALLY UNLESS DISSOLVED ACCORDING TO FLORIDA LAW.

ARTICLE III - PURPOSE

THE CORPORATION IS ORGANIZED FOR THE PURPOSE OF ENGAGING IN ANY ACTIVITIES OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES AND THE STATE OF FLORIDA.

ARTICLE IV - CAPITAL STOCK

THE CORPORATION IS AUTHORIZED TO ISSUE FIVE HUNDRED SHARES (500) OF ONE DOLLAR(S) (\$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 AGENT OF THIS CORPORATION IS:

NAME SHANNON DUHON
ADDRESS 9021 SW 142ND AVE., #1615
CITY MIAMI STATE FLORIDA ZIP 33186

ARTICLE VI - INITIAL BOARD OF DIRECTORS

THIS CORPORATION SHALL HAVE ONE (1) DIRECTOR(S) INITIALLY. THE NUMBER OF DIRECTORS MAY BE EITHER INCREASED OR DIMINISHED FROM TIME TO TIME BY THE BY-LAWS, BUT SHALL NEVER BE LESS THAN ONE(1). THE NAMES AND ADDRESSES OF THE INITIAL DIRECTOR(S) OF THE CORPORATION ARE AS FOLLOWS:

NAME SHANNON DUHON (PRESIDENT)
ADDRESS 9021 SW 142ND AVE., #1615
CITY MIAMI STATE FLORIDA ZIP 33186

PREPARED BY: ANTHONY BERNARD
16201 S.W. 95TH AVE. SUITE #109
MIAMI, FL 33157
(305) 251-4591

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ARTICLE VII - INCORPORATORS


THE NAMES AND ADDRESSES OF THE PERSON (S) SIGNING THESE ARTICLES OF INCORPORATION ARE AS FOLLOWS:

NAME SHANNON DUHON (PRESIDENT)

ADDRESS 9021 SW 142ND AVE., #1615

CITY MIAMI STATE FLORIDA ZIP 33106

IN WITNESS WHEREOF, THE UNDERSIGNED SUBSCRIBER (S) HAVE EXECUTED THESE ARTICLES OF INCORPORATION THIS 22ND DAY OF NOVEMBER 1996.



(SEAL)

(SEAL)

STATE OF FLORIDA

COUNTY OF DADE

BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE ACKNOWLEDGMENTS IN THE STATE AND COUNTY SET FORTH ABOVE, PERSONALLY APPEARED

SHANNON DUHON

KNOWN TO ME AND KNOWN TO BE THE PERSON(S) WHO EXECUTED THE FOREGOING ARTICLES OF INCORPORATION, AND WHO ACKNOWLEDGED BEFORE ME THAT HE EXECUTED THESE ARTICLES OF INCORPORATION.

IN WITNESS WHEREOF, I HAVE HEREUNTO AFFIXED MY HAND AND SEAL, IN THE STATE AND COUNTY AFORESAID, THIS 22ND DAY OF NOVEMBER, 19 96.

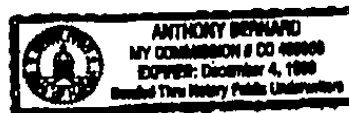
(NOTARY SEAL)



(NOTARY PUBLIC, STATE OF FLORIDA AT LARGE)

MY COMMISSION EXPIRES:

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CERTIFICATE AND ACKNOWLEDGMENT
OF REGISTERED AGENT

LIL SHANNON'S GROCERY & BEVERAGE, INC.
(name of corporation)

PURSUANT TO FLORIDA STATUTES SECTIONS 40.091 AND 607.034, THE FOLLOWING
SUBMITTED: THE ABOVE CORPORATION, DESIRING TO ORGANIZE UNDER THE LAWS OF THE
STATE OF FLORIDA WITH ITS REGISTERED OFFICE AS INDICATED IN THE ARTICLES OF
INCORPORATION

AT 9021 SW 142ND AVE., #1615
MIAMI FLORIDA 33186

HAS NAMED SHANNON DUHON

LOCATED AT THE AFORESAID ADDRESS, AS ITS REGISTERED AGENT TO ACCEPT SERVICE OF
PROCESS WITHIN THIS STATE.

ACKNOWLEDGMENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED
CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT TO ACT
IN THIS CAPACITY, AND AGREE TO COMPLY WITH THE PROVISIONS OF FLORIDA LAW IN
KEEPING OPEN SAID OFFICE.


(REGISTERED AGENT)

PREPARED BY: ANTHONY BERNARD
16201 S.W. 95TH AVE. SUITE #109
MIAMI, FL. 33157
(305) 251-4591

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