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ANTHONY W. CAMPISANO

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SARASOTA, FLORIDA 34236

TELEPHONE (813) 954-1664
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MEMBER FL AND PA BARS

December 19, 1996

Secretary of State
Corporate Division
The Capitol
Tallahassee, Florida 32304

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-12/30/96--01082--015
****122.50 ****122.50

Re: Palma Sola Discount Beverage and Food, Inc.

Ladies and Gentlemen:

I have enclosed an original and a copy of the Articles of Incorporation for the above-referenced corporation. In addition, a check in the amount of \$122.50 is enclosed which represents the following fees:

a.	Filing Fee	\$ 35.00
b.	Certified Copy Fee	\$ 52.50
c.	Registered Agent Fee	\$ 35.00
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	Total	\$122.50

EFFECTIVE DATE
1-1-97

Please file the original of the enclosed Articles of Incorporation and return a certified copy to me. Please note the effective date of the Articles of Incorporation is January 1, 1997. If you have any questions, please do not hesitate to contact me. Thank you.

Very truly yours,

Anthony W. Campisano

AWC/sr
Enclosures

cc: Palma Sola Discount Beverage and Food, Inc.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED

1/1/97

**ARTICLES OF INCORPORATION
OF**

PALMA SOLA DISCOUNT BEVERAGE AND FOOD, INC.

The undersigned incorporator hereby forms a corporation under Chapter 609 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

PALMA SOLA DISCOUNT BEVERAGE AND FOOD, INC.

The address of the principal office of this corporation shall be 8530 Cortez Road West, Bradenton, Florida 34210, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or businesses permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1800 Second Street, Suite 755, Sarasota, Florida 34236, and the name of the initial registered agent of the corporation at that address is Anthony W. Campisano.

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96 DEC 30 PM 4:20
SECRETARY OF STATE
TALLAHASSEE FLORIDA

EFFECTIVE DATE
1-1-97

ARTICLE V. EFFECTIVE DATE AND TERM OF EXISTENCE

The effective date of these Articles of Incorporation shall be January 1, 1997. This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of, its Board of Directors, subject to any limitations set forth in these Articles of Incorporation. This corporation shall have two (2) Directors initially. The names and addresses of the initial members of the Board of Directors are:

HATIM MAHMOUD ALTHABITA **8530 Cortez Road West**
Bradenton, Florida 34210

MOHAMMAD ALTHABATA 8530 Cortez Road West
Bradenton, Florida 34210

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator of this corporation is:

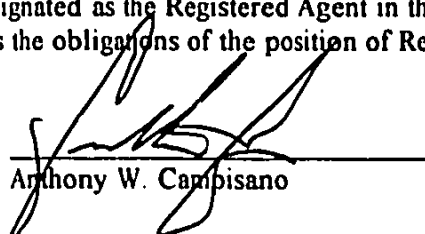
Anthony W. Campisano
1800 Second Street, Suite 755
Sarasota, Florida 34236

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set his hand and seal the 19th day of December, 1996.

Anthony W. Campisano

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Anthony W. Campisano having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.



Anthony W. Campisano

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SECRETARY OF STATE
TALLAHASSEE FLORIDA