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TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305) 541-3694

ACCT#: 072450003255

FAX #: (305) 541-3770

NAME: J & D MARKET/CAFETERIA CORP.
AUDIT NUMBER.....H97000002265
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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ARTICLES OF INCORPORATION
OF
J & D MARKET/CAFETERIA CORP.

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TALLAHASSEE, FLORIDA

We, the undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the Laws of the State of Florida.

ARTICLE I

Name of Corporation

The named of the corporation shall be J & D MARKET/CAFETERIA CORP.

ARTICLE II

Nature of Business

The general nature of the business to be transacted by this corporation is Retail Selling of food and other items..... and any other activities or business permitted under the laws of the United States and the State of Florida.

To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services, of every class, kind and description except that it is not to conduct a banking safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

JANET VASALLO
Commercial Tax Service
1212 S.W. 2 Street
Miami, FL 33135
(305) 643-2482
General Accountant

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To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida and in all other states and countries.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida, or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

ARTICLE III

Capital Stock

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is: 50 shares

ARTICLE IV

Initial Capital

The amount of capital with which this corporation will begin business is not less than Five Hundred (\$ 500.00) Dollars.

ARTICLE V

Term of Existence

This corporation is to exist perpetually.

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ARTICLE VI

Principal Place of Business

The initial street address in this state of the principal office of this corporation is :

3031 N.W. 7 Street
Miami, Florida 33125

Dade County, Florida. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VII

Directors

This corporation shall have no less than one directors initially. The number of directors may be increased or diminished from time to time, by-laws adopted by the stockholders.

ARTICLE VIII

Initial Directors

The name and street addresses of the members of the first board of Directors are:

DULCE MARIA PEREZ
7025 S.W. 16 Terrace
Miami, Florida 33155

President and Treasurer

Justo Perez
7025 S.W. 16 Terrace
Miami, Florida 33155

Vice President and Secretary

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ARTICLE IX

Subscribers

The names and street address of the subscribers of these Articles of Incorporation, the number of shares of stock which they agree to take and the value of the consideration therefore are:

NAME	ADDRESS	SHARES	CONSIDERATION
Dulce Maria Perez	7025 S.W. 16 Terrace	100 @ 5	\$500.00
Justo Perez	7025 S.W. 16 Terrace	100 @ 5	\$500.00

ARTICLE X

Registered Agent

The initial designation of the registered office of this corporation shall be 3031 N.W. 7 Street in Miami, Florida 33125
..... and the registered agent shall be Dulce Maria Perez.

Pursuant to Florida Statutes Section 607.164, having been named to accept process for the above stated corporation, at the place designated in these Articles of Incorporation, 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: *Dulce Maria Perez*
Registered Agent

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ARTICLE XI
Amendment

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at the stockholders meeting by a majority of the stock entitled to vote thereon, unless all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, we, the incorporators above named, have hereunto set our hands and seals this 3rd day of February of 1997

Walter M. Perry
P620-173-43-912-0

Leah D. Perry
P620-420-49-174-0

STATE OF FLORIDA)

ss.

COUNTY OF DADE)

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared

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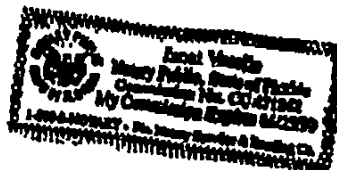
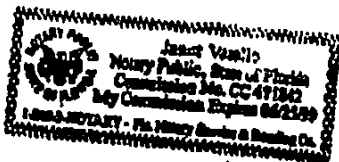
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to me known to be the persons described as subscribers in and who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the county and state named above, this 31 day of JANUARY of 1997

Janet Vento
NOTARY PUBLIC, State of
Florida at Large

My Commission Expires:



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