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FELOS & FELOS, P.A.

ATTORNEYS AT LAW

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DUNEDIN, FLORIDA 34698

February 6, 1997

97 FEB 10 PM 6:48

TELEPHONE (813) 736-1402
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TALLAHASSEE, FLORIDA

JAMES G. FELOS (1921-1995)
GEORGE J. FELOS

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

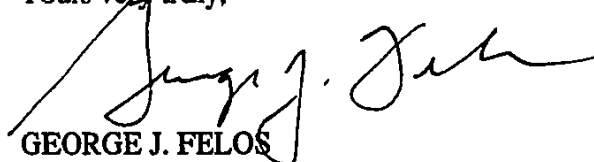
Re: Phoenix Grocery & Deli, Inc.

300002083303--1
-02/11/97--01033--016
*****70.00 *****70.00

Dear Sirs:

Enclosed please find for filing Articles of Incorporation for the captioned corporation. Also enclosed is our trust check in the amount of \$70.00 to cover the filing fee and, resident agent designation. Kindly return the enclosed copy of the Articles of Incorporation in the enclosed stamped, self-addressed envelope to my above address with the date of filing stamped thereon.

Yours very truly,


GEORGE J. FELOS

GJF/cg
Encls.

OK
2/12/97

ARTICLES OF INCORPORATION
OF
PHOENIX GROCERY & DELI, INC.

FILED
97 FEB 10 PM 6:43
TALLAHASSEE, FLORIDA

The undersigned subscriber hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name shall be Phoenix Grocery & Deli, Inc.

ARTICLE II - ADDRESS

The street address of the initial principal office of the corporation is 2305 Gulf Boulevard, Indian Rocks Beach, Florida, 33785, and the mailing address of the corporation is the same.

ARTICLE III - NATURE OF BUSINESS

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

ARTICLE IV - SHARES

The maximum number of shares of stock that this corporation is authorized to issue is 7,000, having \$1.00 par value per share.

ARTICLE V - STREET ADDRESS

The street address of the initial registered office of the corporation is 2305 Gulf Boulevard, Indian Rocks Beach, Florida, 33785, and the name of the initial registered

agent at that office is IBRAHIM S. HAMAOU.

FILED

ARTICLE VI - INCORPORATOR

97 FEB 10 PM 6:48

The name and address of the incorporator is IBRAHIM S. HAMAOU, 1901

TALLAHASSEE, FLORIDA

Stanton Avenue, Largo, Florida, 33770.

ARTICLE II - DIRECTOR

This corporation shall initially have one Director, and the name and address of the individual who is to serve as the initial Director is IBRAHIM S. HAMAOU, 1901 Stanton Avenue, Largo, Florida, 33770.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 5th day of February, 1997.

Ibrahim S. Hamaoui
Ibrahim S. Hamaoui

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 5th day of February, 1997, by IBRAHIM S. HAMAOU, who is personally known to me, or who furnished Florida driver's license as identification..



Cynthia J. Gay
MY COMMISSION # 00546988 EXPIRES
May 13, 2000
BONDED THRU TROY FAH INSURANCE, INC.

Cynthia J. Gay
Notary Public

I, IBRAHIM S. HAMAOU, accept the designation as Registered Agent of Phoenix Grocery & Deli, Inc. and I am familiar with, and accept, the obligations of that position.

Ibrahim S. Hamaoui
Ibrahim S. Hamaoui

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LAW OFFICES
TONY PORNPRINYA
10800 BISCAYNE BOULEVARD, SUITE 645
MIAMI, FLORIDA 33161
TELEPHONE: (305) 893-8989
TELEFAX: (305) 891-7717

February 4, 1997

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

200002082822--2
-02/11/97--01003--005
****122.50 ****122.50

RE: OPM Financial Services, Inc.

Dear Sir or Madam:

Enclosed you will please find an original and one (1) copy of the Articles of Incorporation of the above mentioned corporation and a check in the amount of \$122.50. The check covers the filing fee, designation of registered agent and a certified copy.

Please return the filed articles and the certified copies to this office:


Tony Pornprinya, Esq.
Law Offices of Tony Pornprinya
10800 Biscayne Boulevard, Suite 645
Miami, Florida 33161

If there are any questions please call Tony at 305-893-8989. Thank you

Sincerely,


Tony Pornprinya

PTP/fc


2-12-97

FILED
97 FEB 10 PM 3:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION OF
OPM FINANCIAL SERVICES, INC.**

FILED

97 FEB 10 PM 3: 24

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

**ARTICLE I
NAME**

The name of the corporation shall be:

**OPM FINANCIAL SERVICES, INC.
(the "Corporation").**

**ARTICLE II
PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:

4014 Chase Avenue, Suite 218
Miami Beach, Florida 33141

**ARTICLE III
SHARES**

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

One Thousand Shares of capital stock, \$1.00 par value.

**ARTICLE IV
INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and address of the initial registered agent is:

Tony Pomprinya
10800 Biscayne Boulevard, Suite 645
Miami, Florida 33161

**ARTICLE V
INCORPORATOR**

The name and street address of the incorporators to these Articles of Incorporation are:

Ruben Coto
4014 Chase Avenue, Suite 218
Miami, Florida 33141

ARTICLE VI

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE VII

The Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE VIII

The number of directors constituting the initial Board of Directors of the Corporation is one (1) and the name and address of the person whom are to serve as the initial directors are:

Ruben Coto
4014 Chase Avenue, Suite 218
Miami, Florida 33141

ARTICLE IX - SPECIAL PROVISIONS

Its is the intent of the incorporator that the Corporation will qualify under Section 1244 of the Internal Revenue Code and that the Corporation will file a Subchapter S Corporation.

The undersigned incorporator has executed these Articles of Incorporation this 4th day of February, 1997.



Ruben Coto
Incorporator

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

FILED

97 FEB 10 PM 3:24

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, 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:

OPM FINANCIAL SERVICES, INC.

2. The name and address of the registered agent and office is:

Tony Pornprinya
10800 Biscayne Boulevard, Suite 645
Miami, Florida 33161

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.



Tony Pornprinya