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JOEL A. SAVITT

PROFESSIONAL ASSOCIATION

SUITE 506 • 20801 BISCAYNE BOULEVARD
AVENTURA, FLORIDA 33180-1430

JOEL A. SAVITT
OF COUNSEL
SUSAN L. ALSPECTOR
ALAN B. GEST

TELEPHONE (305) 936-8844
FAX (305) 936-1804

VIA FEDERAL EXPRESS

February 10, 1997

New Filing Section
Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, FL. 32314

Re: Metro Food Distributors, Inc.
Our File No. 97-019

300002084613--2
-02/12/97--01004--006
***122.50 ***122.50

Gentleman:

Enclosed please find the original and a copy of the proposed Articles of Incorporation for "Metro Food Distributors, Inc." together with my check in the amount of \$122.50.

This check represents the cost of the filing fees, a certified copy of the Articles of Incorporation and fee for the Registered Agent Designation for this corporation.

Also enclosed is a self-addressed Federal Express Invoice for use in your returning the certified copy to me via overnight courier.

Very truly yours,

Angela M. Blacklock
Angela M. Blacklock
Legal Assistant

AMB:em
Enclosures as stated.

DMY
2/14/97

EFFECTIVE DATE
2-10-97

FILED
97 FEB 11 AM 9:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

97 FEB 11 AM 9:50

ARTICLES OF INCORPORATION SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OF

METRO FOOD DISTRIBUTORS, INC.

I, the undersigned, for the purpose of forming a corporation for profit, pursuant to the laws of the State of Florida, do hereby adopt the following Articles of Incorporation:

ARTICLE I

EFFECTIVE DATE

NAME

2-10-97

The name of this corporation is METRO FOOD DISTRIBUTORS, INC..

ARTICLE II

BUSINESS ADDRESS

The business address of this corporation is:

801 Three Islands Boulevard, Suite #418
Hallandale, Florida 33009.

ARTICLE III

DURATION

This corporation shall have perpetual existence commencing on the date of the signing of these Articles of Incorporation by the Incorporator herein.

ARTICLE IV

PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE V

CAPITAL STOCK

This corporation is authorized to issue One Thousand (1,000) shares of One (\$1.00) Dollar par value common stock, which shall be designated "Common Shares."

ARTICLE VI

VOTING RIGHTS

Each share of common stock of this corporation shall entitle the holder of record thereof to one (1) vote upon each proposal presented at lawful meetings of the stockholders.

ARTICLE VII

PREEMPTIVE RIGHTS

There shall be no preemptive rights in any stock herein issued or hereafter issued.

ARTICLE VIII

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this corporation is 801 Three Islands Boulevard, Suite #418, Hallandale, Florida 33009, and the name of the initial registered agent of this corporation at that address is Rose Yablon.

ARTICLE IX

INITIAL BOARD OF DIRECTORS

This corporation shall have ONE (1) director initially. The number of directors may be either increased or diminished from time to time by the by-laws, but never less than ONE (1).

The name and address of the initial director of this corporation is:

Rose Yablon
801 Three Islands Boulevard, Suite #418
Hallandale, Florida 33009

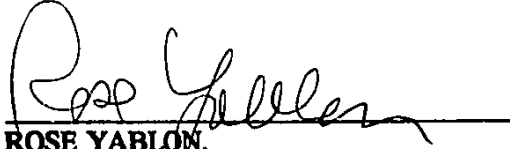
ARTICLE X

INCORPORATOR

The name and address of the Incorporator is:

ROSE YABLON
801 Three Islands Boulevard, Suite #418
Hallandale, Florida 33009

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation
on this 10 day of February, 1997.


ROSE YABLON,
Initial Director/Incorporator

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

FILED
FEB 11 AM 9:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

That METRO FOOD DISTRIBUTORS, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 801 Three Islands Boulevard, Suite #418, Hallandale, Florida 33009, has named Rose Yablon, located at 801 Three Islands Boulevard, Suite #418, Florida 33009, as its agent to accept service of process within the State of Florida.

Signature: _____

ROSE YABLON
Incorporator

Dated: February 10, 1997

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Signature: _____

ROSE YABLON
Registered Agent

Dated: February 10, 1997