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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: SUPER QUALITY, INC.

AUDIT NUMBER.....H97000002565

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 13, 1997

EMPIRE

SUBJECT: SUPER QUALITY, INC.
REF: W97000003564

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Neysa Culligan
Document Specialist

FAX Aud. #: H97000002565
Letter Number: 097A00007718

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(3)

ARTICLES OF INCORPORATION**OF****SUPER QUALITY, INC.**

The undersigned files these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be **SUPER QUALITY, INC.** The existence of this corporation shall commence upon the filing of these Articles of Incorporation and shall continue perpetually unless dissolved according to law.

ARTICLE II

The corporation is being organized for the purpose of transacting any and all lawful business permitted under the laws of the State of Florida and the laws of the United States.

ARTICLE III

The authorized capital of this corporation shall consist of Ten Thousand Shares of common stock with par value of One (\$1.00) Dollar per share. All of the stock be payable in cash, real or personal property, or labor or services in lieu of cash, the valuation of any of the above to be fixed by the board of directors of this corporation.

ARTICLE IV

The street address of the initial principal office and the name and address of its registered agent shall be as follows:

**FRANK J. SEGREGO, ESQUIRE
901 PONCE DE LEON BLVD.
SUITE 701
CORAL GABLES, FLORIDA 33134**

ARTICLE V

The initial board of directors of the corporation shall be composed of one person. The name and address of this corporation's director is as follows:

**ANTONIO OQUENDO
7615 S.W. 22ND STREET
MIAMI, FLORIDA 33165**

**FRANK J. SEGREGO, ESQ.
901 PONCE DE LEON BLVD.
SUITE 701
CORAL GABLES, FLORIDA 33134
TEL. (305) 444-1741
FL BAR NO 358010**

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ARTICLE VI

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

ANTONIO OQUENDO
7615 S.W. 22ND STREET
MIAMI, FLORIDA 33155
ARTICLE VII

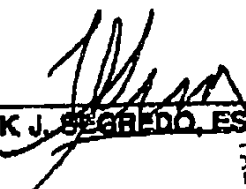
The corporation, by duly adopted action of the board of directors, may indemnify and insure its officers and directors to the extent now or hereafter, permitted by law.

IN WITNESS WHEREOF, the undersigned, being the original incorporator of the above named corporation, for the purpose of forming a corporation to do business both within and without the State of Florida, pursuant to the laws of the State of Florida, does hereby execute and file these Articles, declares and certifies that the facts herein stated are true this 14th day of February, 1997.


ANTONIO OQUENDO

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned hereby accepts the appointment of registered agent contained in the foregoing Articles of Incorporation.


FRANK J. SEGREDO, ESQUIRE

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