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RESIDENT AGENT

ALFRED VILONE JR
P.O. BOX 030417
FT. LAUD., FL. 33303

FILED STATIONS
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
97 FEB 14 PM 4:01

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AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
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REGISTRATION/ QUALIFICATION	
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<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

5/18

CERTIFICATE OF INCORPORATION
OF

AFRICAN FOOD PLUS INC.

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
97 FEB 16 PM 4:04

WE, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida providing for the formation of a corporation for profit, with the powers, rights, privileges and immunities hereinafter mentioned, and we hereby make, subscribe and acknowledge and file with the Secretary of State of Florida this Certificate of Incorporation; and to that end we do, by this Certificate, set forth:

ARTICLE I

The name of this corporation (which is hereinafter called the "Corporation") is:

AFRICAN FOOD PLUS INC.

ARTICLE II

The general nature of the business and the objects and purposes to be transacted and carried on are to do any and all things allowed and permitted to be done by corporations under the Statutes of the State of Florida, and to do any and all of the things hereinafter mentioned as fully and to the same extent as natural persons might or could do, to-wit:

(a)

GROCERIES AND FOOD PRODUCT

(b) To subscribe for, invest in, purchase or otherwise acquire, to own, hold, sell, exchange, pledge or otherwise dispose of, securities of every nature and kind, including, without limitation, all types of stocks, bonds, debentures, or obligations or evidences of indebtedness or ownership or participation issued or created by any and all associations, trusts or corporations, public or private, whether created, established or organized under the laws of the United States, any of the States, or any territory or district or colony or possession thereof, or under the laws of any foreign country, and also foreign and domestic government and municipal obligations, bank acceptances, commercial paper and secured call loans; to pay for the same in cash or property or by the issue of stock, bonds or notes of this Corporation or otherwise and while owning or holding any such securities, to exercise all the rights, powers and privileges of a stockholder or owner, including the right to transfer and convey the said stock or other securities to one or more persons, firms, associations or corporations subject to voting trusts or other agreements placing in such persons voting or other powers in respect of said stocks or other securities; to borrow money or otherwise obtain credit and to secure the same by mortgaging, pledging or otherwise subjecting as security the assets of this Corporation.

(c) To build, erect, construct, purchase, hire or otherwise acquire, own, provide, establish, maintain, hold, work, develop, sell, convey, lease, mortgage, exchange, improve and otherwise deal in and dispose of real estate and real property and all other kinds of property of whatsoever nature, whether real, personal or mixed, or any interests or rights therein without limits as to amounts; to buy, sell, assign, convey and cancel liens upon personal property and real estate of every kind and nature whatsoever

and secure the same by mortgage on its property or otherwise; to issue on commission, subscribe for, take, acquire, hold, exchange and deal in shares, stocks, bonds, obligations or securities of any government or authority, individual or corporation.

(d) To carry on the business of a holding company and to purchase and acquire any mercantile or commercial business, trade or enterprise permitted by the laws of the State of Florida, and to own, hold, operate, maintain, use, sell, or otherwise dispose of the same; to enter into or engage in any such business, trade or enterprise.

(e) To make and carry out contracts for building, erecting, improving and repairing buildings, structures, improvements, warehouses, docks, bridges, bulkheads, sea walls, fills and structures of every kind and nature whatsoever; to build, construct or repair roads, bridges, wharves, sea walls, sidewalks, ditches, drains, bulkheads and in connection therewith, to use any appliance or appliances, dredge or equipment of whatsoever nature for the purpose of so doing; to carry on in any and all of its respective branches and the business of general contracting of whatsoever nature; to own and operate boats, boat lines, bridges and dredges; to make, deepen or widen channels or canals; to fill in low ground, to buy, sell, manufacture, trade and deal in machinery, tools, and in steel, iron, plaster, granite, implements, stone, brick, lumber, shell, sand and every kind of building material and supplies whatsoever; to make all manner of river and harbor improvements; to engage in the building of buildings and repairing of vessels, ships, boats, crafts and to do all manner of marine construction.

(f) To engage in the sales and commission business in the representation of factories, wholesalers and businesses which require the use and services of a sales and commissions agency,

(g) To own, conduct, operate and maintain a store or stores or distribution centers, warehouses, lofts, lots, storage centers or other outlets for the purpose of manufacturing, making, buying, selling and otherwise dealing in building supplies and equipment incidental to the construction business.

(h) To own, buy, sell, lease, exchange or otherwise deal in real estate and personal property; to mortgage, sell and convey the same; to negotiate, purchase, hold and sell mortgages, stocks, bonds and other securities and personal property; to invest money in real estate for itself or for other parties; to build, furnish, equip, construct and repair buildings and to carry on the general contracting and construction business; to have all the powers conferred upon such corporation to carry on any business in connection with and incident to the foregoing under the laws of the State of Florida or any other State.

(i) Generally, to make and perform contracts of any kind and description, and for the purpose of attaining any of the objects of the Corporation, to do and perform any other act or things, and to exercise any and all powers which a co-partnership or natural person could do and exercise, and which are now, or hereafter may be authorized by law, and generally do and perform any and all things necessary or incidental to the performing or carrying out of the powers hereinabove specifically delegated or implied.

ARTICLE III

The stock of this Corporation shall be divided into ONE HUNDRED (100) shares of stock of the par value of FIVE DOLLARS (\$ 5) per share, all of one class namely, Common Stock, and having an aggregate par value of FIVE HUNDRED DOLLARS (\$ 500). All said stock shall be payable in cash, property, labor or services at a just

ARTICLE IV

The amount of capital with which this Corporation shall begin business shall be no less than FIVE HUNDRED DOLLARS (6500).

ARTICLE V

The principal place of business of the Corporation shall be at 7500 NORTHWEST 22nd AVENUE, MIAMI, FL 33147 , Florida, with the privilege of having branch offices within and without the State of Florida.

ARTICLE VI

This Corporation shall have perpetual existence.

ARTICLE VII

The names and post office addresses of the first Board of Directors of the Corporation, who shall hold office for the first year, or until their successors are chosen, shall be:

ABDALLAH MOHAMED	Director
7500 NW 22ND AVENUE	
MIAMI, FL 33147	
SALEH M. OSMAN	Director
7500 NW 22ND AVENUE	
MIAMI, FL 33147	
	Director

ARTICLE VIII

The number of directors of the Corporation shall be not less than ~~three~~ ^{ONE} (1) nor more than fifteen (15).

ARTICLE IX

The names and post office addresses of the President, Secretary, and Treasurer, who shall hold office until their successors are elected or appointed or have qualified are:

SALEH M. OSMAN	President
7500 NW 22ND AVENUE	
MIAMI, FL 33147	
ABDALLAH MOHAMED	Treasurer
7500 NW 22ND AVENUE	

ARTICLE X

The names and post office addresses of each subscriber and the number of shares of stock which each agrees to take are:

SALEH M. OSMAN
7500 NW 22ND AVENUE
MIAMI, FL 33147

50 Shares (FIFTY)

ABDALLAH MOHAMED
7500 NW 22ND AVENUE
MIAMI, FL 33147

50 Shares (FIFTY)

Sharon

Total Shares: 100 Shares, ONE HUNDRED SHARES

all of the proceeds of which will amount to at least \$ 500.00

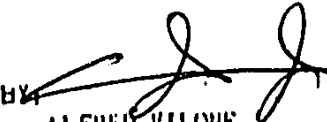
ARTICLE XI

The resident agent for the corporation shall be: ALFRED VILONE

In pursuance of Chapter 48,091, Florida's statutes the following is submitted, in compliance with said Act: FIRST: That AFRICAN FOOD PLUS INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of MIAMI, County of ~~DADE~~^{DADE} State of FLORIDA, has named ALFRED VILONE located at 2500 E. LAS OLAS BLVD., FT. LAUDERDALE Florida 33301 County of BROWARD State of FLORIDA, as its resident agent to accept service of process within the state.

ACKNOWLEDGEMENT:

Having been named to accept service for the above state organization at place designated in this certificate I hereby accept to act in this capacity and agree to comply within the provision of said Act relative of keeping open said office.

BY 
ALFRED VILONE
(RESIDENT AGENT)

IN WITNESS WHEREOF, we have hereunto set our hands and seals, and acknowledged to be filed in the office of the Secretary of State the foregoing Certificate of Incorporation, this day of _____, 19 ____.

Salih Osman (SEAL)

Adel (SEAL)

(SEAL)

COUNTY OF DADE)
))
)) 661
STATE OF FLORIDA)

BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgments, personally appeared ADALAH MOHAMED AND SALEH M. OSMAN ALFRE VILONE, RESIDENT AGENT and each severally acknowledged before me that they signed the foregoing Certificate of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal at the City of _____ County of BROWARD State of Florida, this 10th day of February, 19 97

Paul A. Gardin
NOTARY PUBLIC, State of Florida
at Large

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXP. AUG 23, 1999
BUNDLED THRU GENERAL INS. UND.

My Commission expires:

3/26/97

