

P9700017847

HERVE JOSEPH
855 NE 173 TER.
MIAMI FL, 33162

TELEPHONES : 305-7575967 - 6523158

TO

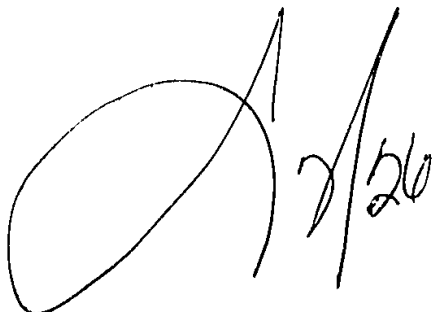
SECRETARY OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FLA. 32314

SUBJECT: ARTICLES OF CORPORATION
OF
GREEN ROOTS, INC.

Enclosed is an original and one (1) copy of Incorporation and a money
order of:

\$131.25 for filling fee, certified copy, and certificate.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
GREEN ROOTS, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation act, do hereby adopt the following Articles of Incorporation:

ARTICLE I-NAME AND ADDRESS

The name of the Corporation is: Green roots, Inc. The principal office is: 855 N.E 173 ter. Miami, Florida 33162.

ARTICLE II-DURATION

The duration of the Corporation is perpetual.

ARTICLE III-PURPOSE

The general purposes for which the Corporation is organized are the following:

A - To engage in and transact any lawful Business for which Corporations may be incorporated under the Florida general Corporation Act. No other purpose limits this general purpose in any way.

B - To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

C - To engage in the retail Business including groceries and matters related thereto.

ARTICLE IV-SHARES

The aggregate number of shares which the Corporation is authorized to issue is 100 shares of common stock. Such shares shall be of a single class and shall have a par value of \$ 1.00 per share.

ARTICLE V-INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered office of the Corporation is 855 N.E 173 ter. Miami, FL 33162 and the name of its initial Registered Agent at that address is Germain B. Dazile.

ARTICLE VI-INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors is 4. The number of Directors may be increased or decreased from time to time in accordance with the By-laws but shall never be less than one. The name and address of each initial Director of the Corporation is as follows:

Herve Joseph

855 N.E 173 ter.
Miami, FL 33162

Germain B. Dazile 855 N.E 173 ter.
Miami, Fl 33162

Walner Cius 855 N.E 173 ter.
Miami, Fl 33162

Ernest Jn Charles 855 N.E 173 ter.
Miami, FL 33162

ARTICLE VII-INCORPORATORS

The name and address of each Incorporator is as follows:

Herve Joseph 855 N.E 173 ter.
Miami, Fl 33162

Walner Cius 855 N.E 173 ter.
Miami, Fl 33162

Ernest Jn Charles 855 N.E 173 ter.
Miami, Fl 33162

ARTICLE VIII-AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

The undersigned have signed these Articles of Incorporation on the

17- day of ~~FEBRUARY~~, 1997


Incorporator

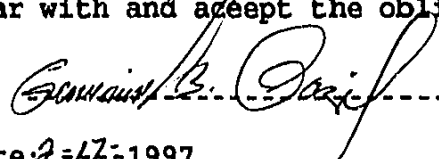

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ACCEPTANCE BY DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

I, the undersigned person, having been named as Registered Agent and to accept service of process for the above-stated Corporation at the place designated in this statement, 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 position as Registered Agent.



Date: 17-1997