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* ALSO ADMITTED IN DISTRICT OF COLUMBIA
AND NEW YORK
** ALSO ADMITTED IN DISTRICT OF COLUMBIA
AND PENNSYLVANIA

February 27, 1997

Secretary of State
Corporate Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, FL 32399

500002102455--4
-03/03/97--01078--008
****122.50 ****122.50

RE: GELBAR'S, INC.

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation/Designation of Registered Agent for the above-referenced. Also enclosed is our law firm's check no. 4636 in the amount of \$122.50 in payment of the following costs:

Filing Fee:	\$ 35.00
Certified Copy:	52.50
Certificate of Registered Agent	<u>35.00</u>

TOTAL \$122.50

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SECRETARY OF STATE
TALLAHASSEE, FL 32399

Kindly file the Articles of Incorporation and Designation of Registered Agent and return a conformed copy to the undersigned. I have enclosed a self-addressed stamped envelope for your convenience in returning the document. Thank you in advance.

Very truly yours,

SCHWARTZ, GOLD, COHEN, ZAKARIN & KOTLER, P.A.

By: Claudia L. Liberman
Claudia L. Liberman, Legal Assistant

3/7

ARTICLES OF INCORPORATION

OF

GELBAR'S, INC.

ARTICLE I

NAME

The name of this corporation is

GELBAR'S, INC.

ARTICLE II

PURPOSE

This corporation is organized for the following purposes:

1. To own and operate a gourmet food store.
2. To engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III

CAPITAL STOCK

This corporation is authorized to issue 1000 shares of common stock.

The common stock of the corporation shall have the following characteristics:

- (a) Par value shall be \$1.00 per share.
- (b) At all meetings of the stockholders, the common stockholders shall be entitled to cast one (1) vote for each share of common stock owned. That a common stockholder is interested in a matter to be voted upon shall not disqualify her from voting thereon.
- (c) Except as otherwise provided by law, the entire voting power for the election of

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

directors and for all other purposes shall be vested exclusively in the holders of the outstanding common stock.

ARTICLE IV

TERM OF EXISTENCE

This corporation shall have perpetual existence commencing on the date of receipt of these Articles of Incorporation by the Secretary of State of Florida.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is Amy Gelber, 9793 Arbor Oaks Lane, No. 304, Boca Raton, Florida 33428. The initial registered agent of this corporation is Amy Gelber, with her address at 9793 Arbor Oaks Lane, No. 304, Boca Raton, Florida 33428. The Board of Directors may, from time to time, change the street and post office address of the corporation as well as the location of its principal office.

ARTICLE VI

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 shall never be less than one (1). The name and address of the initial Director of this corporation is:

Amy Gelber	9793 Arbor Oaks Lane, No. 304
	Boca Raton, Florida 33428

ARTICLE VII

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner provided by law.

ARTICLE VIII
INCORPORATOR

The name and address of the person signing these Articles is:

Amy Gelber
9793 Arbor Oaks Lane, No. 304
Boca Raton, Florida 33428

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 27th day of FEBRUARY, 1997.



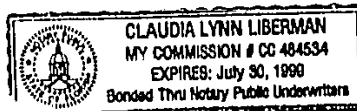
AMY GELBER

STATE OF FLORIDA)
COUNTY OF Palm Beach)

Sworn to and subscribed before me this 27th day of February, 1997, by Amy Gelber, who is personally known to me (or who has produced _____ as identification) and who did take an oath.

(SEAL)

Claudia Lynn Liberman
Print Name: Claudia Lynn Liberman
Notary Public, State of Florida



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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--That Gelbar's, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation in the City of Boca Raton, County of Palm Beach, State of Florida has named Amy Gelber, 9793 Arbor Oaks Lane, No. 304, Boca Raton, Florida 33428 its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said act relative to keeping open said office.



AMY GELBER

(Registered Agent)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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