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03-11-97

FROM: INDERJIT S MALHOTRA
3001 DAVIE BLVD.,
FORT LAUDERDALE, FL 33312

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****122.50 ****122.50

TO: SECRETARY OF STATE
FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FL 32314

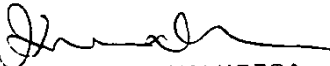
RE: STAR FOOD STORES INC II

DEAR SIR/MADAM:

PLEASE FIND ENCLOSED ARTICLES OF INCORPORATION FOR STAR FOOD
STORES INC. II FOR PROCESSING. A FEE OF \$ 122.50 IS
ENCLOSED.

THANKS,

SINCERELY,


INDERJIT S MALHOTRA

MAR 19 11:55B

FILED
97 MAR 14 PM 2:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

97 MAR 14 PM 2: 12

ARTICLES OF INCORPORATION
OF
STAR FOOD STORES INC. II

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber(s) to these Articles of Incorporation, natural persons(s) competent to contract, hereby form a corporation, under the laws of the State of Florida.

ARTICLE I- CORPORATE NAME:

The name of the corporation is : STAR FOOD STORES INC. II. The Corporation's PRINCIPAL PLACE of business is located in the City of Lauderdale Lakes, in the County of Broward, in the State of Florida, at 3131 NW 35 AVENUE, LAUDERDALE LAKES, FL 33313.

ARTICLE II- DURATION:

The corporation is organized for the purpose of engaging in any activities of business permitted under the laws of the United States and the State of Florida.

ARTICLE III- CAPITAL STOCK:

The corporation is authorized to issue One Thousand (1000) Shares of One Dollar (s) (\$1.00) par value Common Stock, which shall be disgnated "Common Shares".

ARTICLE IV- INITIAL REGISTERED OFFICE
AND AGENT _____ :

The name and street address of Initial Registered Agent of this Corporation is:

Name: MOHAMMAD S KHAN
Address: 4120 NW 26 STREET
City: LAUDERHILL, FL 33313

ARTICLE V- INITIAL BOARD OF DIRECTORS:

This corporation shall have One (1) directors 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 names and addresses of initial director(s) of corporation are as follows:

1. Rehana Hassan
4120 NW 26 Street
Lauderhill, FL 33313

ARTICLE VI- INCORPORATION:

The names and addresses of the person(s) signing these Articles of Incorporation are as follows:

1. Rehana Hassan
4120 NW 26 STREET
LAUDERHILL, FL 33313

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 2ND DAY OF JANUARY, 1997.

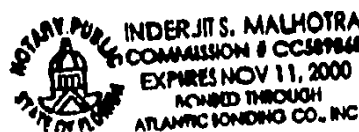
Rehana Hassan (Seal)
_____(Seal)

STATE OF FLORIDA
COUNTY BROWARD

Before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Ms. Rehana Hassan, known to me and known to be person(s) who executed the foregoing Articles of Incorporation, and who acknowledged before me that they executed these Articles of Incorporation.

In witness whereof, I hereunto affixed my hand and seal, in the State & County aforesaid, this 2ND DAY OF JANUARY, 1997.

Inderjit S Malhotra
Notary Public



FILED

97 MAR 14 PM 2:12

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT:

CERTIFICATE OF REGISTERED AGENT

OF


STAR FOOD STORES INC. II.,

Persuant of Florida Statutes Section 48.091 and 607.034, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the articles of Incorporation at 4120 NW 26 STREET, LAUDERHILL, FL 33313, has named MOHAMMAD S KHAN and has located at the aforesaid address, as its Registered Agent to accept service of process within this State.

ACKNOWLEDGEMENT

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


(Registered Agent)