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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
PHONE: (305)599-0839

ACCT#: 071001002335

FAX #: (305)716-0346

NAME: SANTA BARBARA SUPERMARKET, INC.
AUDIT NUMBER.....H97000007612
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..1 PAGES..... 4
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TALLAHASSEE, FLORIDA

CERTIFICATE OF INCORPORATION
OF

SANTA BARBARA SUPERMARKET, INC.

We, the undersigned, hereby associated ourselves together for the purpose of becoming a corporation under the laws of the State of Florida by and under the provisions of the statutes of the State of Florida, providing for the formation, rights, privileges, immunities and liabilities of incorporation for profit.

ARTICLE I

The name of the corporation shall be: SANTA BARBARA SUPERMARKET, INC.

ARTICLE II

The corporation will engage in any activity or business permitted under the laws of the State of Florida and of the United States of America.

ARTICLE III

The maximum number of shares which the corporation is authorized to issue and have outstanding at any one time is 100 shares of common stock, which shares shall be of one dollar each (\$1.00).

All stock is to be issued as fully paid and exempt from assessment.

ARTICLE IV

The pledge, sales, transfer or other disposition of the capital stock may be governed and restricted by the by-laws or written agreement among the stockholders which shall be on file in the office of the corporation.

ARTICLE V

The amount of capital with which corporation may begin doing business shall be not less than one hundred dollars (\$100.00).

ARTICLE VI

The existence of the corporation is perpetual.

ARTICLE VII

The initial post office address of the principal office of the corporation in the State of Florida is 1763 NW 7TH STREET, MIAMI FL 33126

Prepared by: Alvarez & Fernandez, P.A. CPA
650 N.W. 43rd Avenue
Miami, FL 33126
(305) 448-7500

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The Board of Directors may, from time to time, move the principal office to any other address in the State of Florida. The registered address of the corporation is 1763 NW 7TH ST., MIAMI FL 33125

The registered Agent at the registered address is JULIO C. RAMOS

ARTICLE VIII

The business of the corporation shall be managed by a Board of Directors consisting of not less than one (1) nor more than two (2) directors. A quorum for the holding of meetings of the board of directors and for the transaction of any business which will be properly done by the directors on behalf of the corporation shall consist of a majority of the members thereof; but the directors, by unanimous consent in writing, included among the minutes of the corporation, may consent to the doing of any act and such consent in writing shall have the same force and effect as though a formal meeting had been held pursuant to call being duly made and as though the said act had been done and authorized at a meeting at which a quorum had been present, or such duties may be delegated to an Executive Committee.

ARTICLE IX

The names and post office addresses of the members of the first Board of Directors and the state of Corporate Officers are as follows:

NAME	TITLE	ADDRESS
JULIO C. RAMOS	PRESIDENT/TREASURER	1763 NW 7TH ST. MIAMI FL 33125

ARTICLE X

The names and post office addresses of the subscribers of the articles of incorporation and number of shares that they agree to take are:

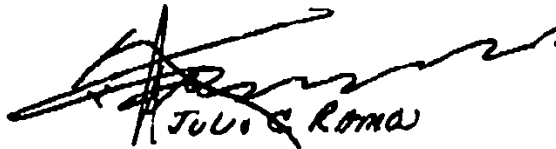
- 3 -

NAME	ADDRESS	NO. OF SHARES
JULIO C. RAMOS	1763 NW 7TH ST. MIAMI FL 33125	100

ARTICLE XI

The stock of the corporation may be issued pursuant to the provisions of Section 1244 of the Internal Revenue Code, so that the stockholders of the corporation may receive the benefits provided thereunder.

IN WITNESS WHEREOF, we have hereunto set our hands and seal this 6 day of MAY 1997.


JULIO C. RAMOS

STATE OF FLORIDA)
COUNTY OF DADE)

I HEREBY CERTIFY THAT on this day, personally appeared before me, an officer duly authorized to administer oaths and taken acknowledgments under the laws of the State of Florida,

JULIO C. RAMOS

to me well known to be the persons described in and who executed the foregoing Certificate of Incorporation, and acknowledged before me that they executed the same freely and voluntarily for the purpose therein expressed.

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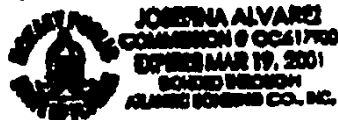
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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WITNESS my hand official seal at City of Miami, State of Florida,
this 8 day of MAY 1997.


Notary Public, State of Florida at Large

My Commission Expires:



Certificate designating place of business or domicile for the
service of process within Florida, naming Agent upon whom process
may be served.

In compliance with Section 48.091, Florida Statutes, the following
is submitted:

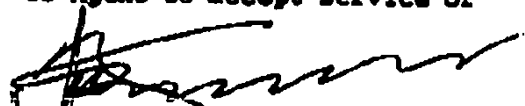
First, that SANTA BARBARA SUPERMARKET, INC.
(Name of Corporation)

Desiring to organize or qualify under the laws of the State of
Florida, with its principal place of business at City of Miami,
State of Florida, has named JULIO C. RAMOS
(Name of Registered Agent)

located at 1763 NW 7TH ST. MIAMI FL 33125
(Street address and number of building)
(Post office box address is not acceptable)

City of Miami, State of Florida, as its Agent to accept service of
process within Florida.

SIGNATURE



TITLE

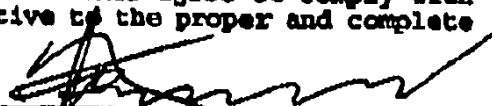
PRESIDENT/TREASURER

DATE

8/5/97

Having been named to accept service of process for the above state
corporation, at the place designated in this certificate, I hereby
agree to act in this capacity, and I further agree to comply with
the provisions of all statutes relative to the proper and complete
performance of my duties.

SIGNATURE



DATE

(Registered Agent)
8/5/97

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