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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.
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NAME: ULTRA SUPERMARKET NO. 3, INC.
AUDIT NUMBER.....H97000008309
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
OF

ULTRA SUPERMARKET NO. 3, INC.

ARTICLE I - NAME

The name of this corporation is: ULTRA SUPERMARKET NO. 3,
INC. _____

ARTICLE II - DURATION

This corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida. Corporate existence shall commence at the time of the filing of the articles by the Department of the State, State of Florida.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 500 shares of One Dollars .
00/100 ----- (\$ 1.00) par value common stock which
shall be designated Common Shares.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The initial and principal place of business of this corporation shall be at
28945 S. Dixie hwy. - Miami Fl 33033.
The registered agent of this corporation shall be Esther Valladares -
----- and the street address shall be located at: 28945 S. Dixie
Hwy. - Miami - Fl 33033.

Prepared By: Esther Valladares
28945 S. Dixie Hwy.
Miami, Fl 33033
(305) 245-4655

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ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have Four directors(s) initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name(s) and address(es) of the initial director(s) of this corporation is(are):

Juan Alfonso
15800 SW 252 St.
Miami Fl 33031

Nelson Alfonso
16090 SW 72 Terr
Miami Fl 33193

Julia E. Alfonso
15800 SW 252 St
Miami Fl 33031

Esther Valladares
8545 SW 20 Terr
Miami Fl 33155

ARTICLE VIII - INCORPORATORS

The name and address of the each incorporator are:

Juan Alfonso
15800 SW 252 St
Miami Fl 33031

Nelson Alfonso
16090 SW 72 Terr
Miami Fl 33193

Julia E. Alfonso
15800 SW 252 St
Miami Fl 33031

Esther Valladares
8545 SW 20 Terr
Miami Fl 33155

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders.

ARTICLE X - CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by the board of directors or the holders of not more than one tenth of all the shares entitled to vote at the meeting.

ARTICLE XI - SHAREHOLDERS QUORUM AND VOTING

The majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of the majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XII - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XIII - CAPITAL AMOUNT

The amount of capital with which this corporation shall commence business shall not be less than Five Hundred Dollars. . . 00/100
 . . . (\$500.00).

ARTICLE XIV - SUBSCRIBERS

The corporation reserves the right to amend or repeal any provision contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

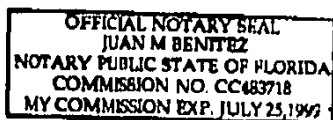
In witness whereof, the undersigned subscribers have executed these articles of incorporation this 23 day of April, 1997.

President *J. Alfonso* (seal)
 Vice President *Nelson L. Alfonso* (seal)
 Secretary *Esther Valladares* (seal)
 Treasurer *Julia E. Alfonso* (seal)

STATE OF FLORIDA)
) SS:
 COUNTY OF DADE)

Before me, a notary public authorized to take acknowledgement in the state and county set forth above, personally appeared: Juan Alfonso, Nelson L. Alfonso, Julia E. Alfonso and Esther Valladares.
 known to me and known by me to the person(s) who executed the foregoing articles of incorporation, and he(they) acknowledged before me that he(they) executed those articles of incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 23 day of April, 1997.



Juan M. Benitez
 NOTARY PUBLIC
 STATE OF FLORIDA AT LARGE

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SECRET
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97 MAY 20 AM 7:46

**CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registers office/registered agent, in the State of Florida.

1. The name of the corporation is: Ultra Supermarket No. 3, Inc.

2. The name and address of the registered agent and office is:

Esther Valladares
28945 S. Dixie Hwy.
Miami Fl 33033

SIGNATURE

[Signature]
(Corporate Officer)

TITLE: PRESIDENT

DATE: April 23, 1997

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED 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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE

[Signature]
(Registered Agent)

DATE: April 23, 1997

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